

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Credo Technology Group Holding Ltd
(Exact name of registrant as specified in its charter)

Cayman Islands
(State of incorporation
or organization)

N/A
(I.R.S. Employer
Identification No.)

c/o Maples Corporate Services, Limited,
PO Box 309, Ugland House
Grand Cayman, KY1-1104, Cayman Islands
(Address of principal executive offices and Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

**Ordinary shares,
par value \$0.00005 per share**

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-261982

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the ordinary shares, par value \$0.00005 per share, of Credo Technology Group Holding Ltd (the "Registrant") to be registered hereunder is set forth under the caption "Description of Share Capital" in the Registrant's registration statement on Form S-1 (File No. 333-261982) originally filed with the Securities and Exchange Commission on January 3, 2022, as thereafter amended (the "Registration Statement"), which description is incorporated herein by reference. Any prospectus that constitutes part of the Registration Statement and is filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933 shall be deemed incorporated herein by reference.

Item 2. Exhibits.

Not applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: January 25, 2022

Credo Technology Group Holding Ltd
(Registrant)

By: /s/ William Brennan
Name: William Brennan
Title: President and Chief Executive Officer