
**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

ADIT EDTECH ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

85-3477678
(I.R.S. Employer Identification No.)

1345 Avenue of Americas, 33rd Floor
New York, New York
(Address of Principal Executive Offices)

10105
(Zip Code)

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

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Units, each consisting of one share of common stock, \$0.0001 par value, and one-half of one redeemable warrant	NYSE American LLC
Common stock, par value \$0.0001 per share	NYSE American LLC
Redeemable warrants, each whole warrant exercisable for one share of common stock at an exercise price of \$11.50 per share	NYSE American 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:
333-251641

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

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

The securities to be registered hereby are the units, common stock and redeemable warrants of Aduit EdTech Acquisition Corp. (the **Company**). The description of the units, common stock and redeemable warrants contained in the section entitled "Description of Securities" in the Company's registration statement on Form S-1 initially filed with the Securities and Exchange Commission on December 23, 2020, as amended from time to time (File No. 333-251641) (the "**Registration Statement**") to which this Form 8-A relates is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is hereby also incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the instructions for Form 8-A, no exhibits are required to be filed, because no other securities of the registrant are registered on NYSE American LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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.

ADIT EDTECH ACQUISITION CORP.

By: /s/ David L. Shrier
Name: David L. Shrier
Title: President and Chief Executive Officer

Dated: February 14, 2023