

MHI Hospitality CORP  
Form 8-A12B  
March 10, 2008

**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**

**MHI Hospitality Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State of Incorporation or Organization)

**20-1531029**  
(I.R.S. Employer Identification No.)

**4801 Courthouse Street, Suite 201**

**Williamsburg, Virginia**  
(Address of Principal Executive Offices)

**23188**  
(Zip Code)

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), 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), check the following box.

Securities Act registration statement file number to which this form relates: 333-118873

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

Title of Each Class	Name of Each Exchange on Which
<p><b>to be so Registered</b> <b>Common Stock, \$0.01 par value per share</b></p>	<p><b>Each Class is to be Registered</b> <b>NASDAQ Stock Market LLC</b></p>

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

**Not Applicable**

(Title of Class)



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

The description of the common stock, \$0.01 par value per share, of MHI Hospitality Corporation (the Registrant) registered hereby is incorporated by reference from the Description of Common Stock section of the Registrant's Form S-11 (SEC file No. 333-118873) initially filed September 9, 2004 (the Registration Statement) with the Securities and Exchange Commission and all amendments to the Registration Statement subsequently filed with the Securities and Exchange Commission. Such description is also included in a form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, which prospectus is deemed to be incorporated by reference into this Registration Statement.

**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.

MHI HOSPITALITY CORPORATION

Date: March 6, 2008

By: /s/ David R. Folsom  
Name: David R. Folsom  
Title: Authorized Signatory