
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**

H.J. HEINZ HOLDING CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

46-2078182
(IRS Employer
Identification No.)

One PPG Place
Pittsburgh, Pennsylvania 15222
(Address of Principal Executive Office) (Zip Code)

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

Title of each class
to be so registered
Common Stock, par value \$0.01 per share

Name of each exchange on which
each class is to be registered
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), 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:
333-203364

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

ITEM 1 – DESCRIPTION OF REGISTRANT’S SECURITIES TO BE REGISTERED

H.J. Heinz Holding Corporation, a Delaware corporation (the “Registrant”), hereby incorporates by reference herein the description of its common stock, par value \$0.01 per share, to be registered hereunder, set forth under the heading “Description of Kraft Heinz Capital Stock” in the Registrant’s proxy statement/prospectus forming part of its Registration Statement on Form S-4 (File No. 333-203364), originally filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), on April 10, 2015, as thereafter amended and supplemented (the “Registration Statement”). Any form of proxy statement/prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act that constitutes part of the Registration Statement and that includes such description, shall be deemed to be incorporated herein by reference.

ITEM 2 – EXHIBITS

Pursuant to the Instructions as to Exhibits for this registration statement on Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market 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, hereunto duly authorized.

H.J. HEINZ HOLDING CORPORATION

Date: July 1, 2015

By: /s/ Dan F. Shaw

Name: Dan F. Shaw

Title: Senior Vice President and General Counsel