

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 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**MCAP Acquisition Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**85-3978415**

(I.R.S. Employer Identification No.)

**311 South Wacker Drive, Suite 6400**

**Chicago, Illinois**

(Address of principal executive offices)

**60606**

(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**

**Units, each consisting of one share of Class A common stock and one-third of one redeemable warrant**

**The Nasdaq Stock Market LLC**

**Class A Common Stock, \$0.0001 par value per share**

**The Nasdaq Stock Market LLC**

**Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 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: **333-252607**

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

**None  
(Title of Class)**

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The securities to be registered hereby are the units, Class A common stock, par value \$0.0001 per share, and warrants to purchase Class A common stock of MCAP Acquisition Corporation (the "Registrant"). The description of the units, Class A common stock and warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming a part of its Registration Statement on Form S-1 (File No. 333-252607), including exhibits, originally filed with the U.S. Securities and Exchange Commission on February 1, 2021, as thereafter amended and supplemented from time to time (the "Registration Statement"), to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

### Item 2. Exhibits.

Pursuant to the "Instructions as to Exhibits" with respect to 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, thereto duly authorized.

### MCAP ACQUISITION CORPORATION

Date: February 25, 2021

By: /s/ Theodore L. Koenig

Theodore L. Koenig  
Chief Executive Officer

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