

INFRAREIT, INC.

FORM 8-A12B (Securities Registration (section 12(b)))

Filed 01/28/15

Address	1807 ROSS AVENUE 4TH FLOOR DALLAS, TX 75201
Telephone	214-855-6700
CIK	0001506401
Symbol	HIFR
SIC Code	6798 - Real Estate Investment Trusts
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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**

INFRAREIT, INC.

(Exact Name of Registrant as Specified in Its Charter)

MARYLAND

(State of Incorporation or organization)

75-2952822

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

**1807 ROSS AVENUE, 4TH FLOOR
DALLAS, TEXAS**

(Address of Principal Executive Offices)

75201

(Zip Code)

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

Title of each class
to be so registered

Common Stock, \$0.01 par value per share

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

The New York Stock Exchange

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 (if applicable): 333-201106

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

None

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

The description of the common stock, \$0.01 par value per share (“common stock”), of InfraREIT, Inc. (the “Registrant”) included under the heading “Description of Our Capital Stock” contained in the prospectus forming a part of the Registrant’s Registration Statement on Form S-11 (Registration No. 333-201106), initially filed with the Securities and Exchange Commission on December 19, 2014, as amended (the “Registration Statement”), is incorporated herein by reference. In addition, the above referenced description included in any prospectus relating to the Registration Statement subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall also be deemed to be 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.

INFREAREIT, INC.

Date: January 28, 2015

By: /s/ Benjamin D. Nelson

Name: Benjamin D. Nelson

Title: General Counsel