

**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**

**Renren Inc.**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State of incorporation or organization)

**Not Applicable**  
(I.R.S. Employer Identification No.)

23/F, Jing An Center  
8 North Third Ring Road East  
Beijing, 100028  
People's Republic of China  
+86 (10) 8448-1818  
(Address of principal executive offices, including Zip Code)

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

| Title of each class<br>to be so registered   | Name of each exchange on which<br>each class is to be registered |
|--|--|
| American depositary shares, each<br>representing three Class A ordinary shares<br><br>Class A ordinary shares, par value US\$0.001 per share * | The New York Stock Exchange<br><br>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: 333-173548 (if applicable)

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

\* Application to be made for listing, not for trading, but only in connection with the registration of American Depositary Shares pursuant to requirements of the Securities and Exchange Commission.

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of the securities being registered is set forth under "Description of Share Capital" and "Description of American Depositary Shares" in the Registrant's registration statement on Form F-1 (File No. 333-173548), originally filed with the Securities and Exchange Commission on April 15, 2011, as amended, including any form of prospectus contained therein pursuant to Rule 424(b) under the Securities Act of 1933, which description and prospectus are incorporated herein by reference. Copies of such description will be filed with The New York Stock Exchange.

### **Item 2. Exhibits.**

The securities being registered hereby are to be registered on an exchange on which no other securities of the Registrant are registered. The necessary exhibits will be supplied to The New York Stock Exchange and are not filed with or incorporated by reference to this registration statement.

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**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.

**Renren Inc.**

By: /s/ Joseph Chen

Name: Joseph Chen

Title: Chairman and Chief Executive Officer

Dated: April 19, 2011