

**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

ANDINA ACQUISITION CORP. III

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands

(State of Incorporation or Organization)

N/A

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

**Calle 113 # 7-45 Torre B
Oficina 1012
Bogotá, Colombia**

(Address of Principal Executive Offices)

N/A

(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), please 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), please check the following box.

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

333-228530

(If applicable)

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

Title of Each Class
to be Registered

Name of Each Exchange on Which
Each Class is to be Registered

**Units, each consisting of one ordinary share, one right and one redeemable
warrant**

The Nasdaq Stock Market LLC

Ordinary shares, par value \$0.0001 per share

The Nasdaq Stock Market LLC

Rights to receive one-tenth of one Ordinary Share

The Nasdaq Stock Market LLC

**Redeemable warrants, exercisable for ordinary shares at an exercise price of
\$11.50 per share**

The Nasdaq Stock Market LLC

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

None

(Title of Class)

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

The securities to be registered hereby are the units, ordinary shares, rights and redeemable warrants of Andina Acquisition Corp. III (the "Company"). The description of the units, ordinary shares, rights and warrants contained under the heading "Description of Securities" in the registration statement initially filed with the Securities and Exchange Commission on November 23, 2018, as amended from time to time (File No. 333-228530) (the "Registration Statement") to which this Form 8-A relates is incorporated herein by reference. 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. Index to Exhibits.

- 3.1 [Memorandum and Articles of Association \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 3.2 [Form of Amended and Restated Memorandum and Articles of Association \(included in Amendment No. 2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on January 4, 2019\).](#)
- 4.1 [Specimen Unit Certificate \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 4.2 [Specimen Ordinary Share Certificate \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 4.3 [Specimen Right Certificate \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 4.4 [Form of Right Agreement between Continental Stock Transfer and Trust Company and the Registrant \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 4.5 [Specimen Warrant Certificate \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 4.6 [Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 10.1 [Form of Investment Management Trust Agreement between Continental Stock Transfer and Trust Company and the Registrant \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)
- 10.2 [Form of Registration Rights Agreement \(included in Amendment No. 1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-228530\) filed on December 31, 2018\).](#)

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.

ANDINA ACQUISITION CORP. III

Date: January 23, 2019

By: */s/ Julio A. Torres*

Julio A. Torres
Chief Executive Officer

