
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

Form 8-A/A

(AMENDMENT NO. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

XENETIC BIOSCIENCES, INC

(Exact name of registrant as specified in its charter)

NV
(State of incorporation or organization)

45-2952962
(I.R.S. Employer Identification No.)

99 Hayden Avenue
Suite 230, Lexington, MA
(Address of principal executive offices)

02421
(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 of \$0.001

Name of each exchange of 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: **333-211249 and 333-178082** (if applicable)

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 description of securities contained in Registrant's Registration Statement on Form S-1, as amended, filed with the commission (File No. 333-211249) is incorporated by reference into this registration statement.

Item 2. Exhibits

Under the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed with this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities to be 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.

DATE: November 1, 2016

Xenetic Biosciences, Inc.

By: /s/ M. Scott Maguire
M. Scott Maguire
Title: Chief Executive Officer