
**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**

SEAPORT ENTERTAINMENT GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

99-0947924

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

199 Water Street, 28th Floor

New York, NY

(Address of principal executive offices)

10038

(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
\$0.01 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) 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: **N/A**

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

EXPLANATORY NOTE

Seaport Entertainment Group Inc. (the “Registrant”) is filing this registration statement on Form 8-A in connection with the transfer of the listing of its common stock, par value \$0.01 per share (“common stock”), from the NYSE American LLC to the New York Stock Exchange.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of the Registrant’s common stock included in Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission on March 10, 2025, is 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 New York Stock Exchange 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.

SEAPORT ENTERTAINMENT GROUP INC.

Date: June 27, 2025

By: /s/ Lucy Fato
Name: Lucy Fato
Title: EVP, General Counsel & Corporate Secretary
