

JER INVESTORS TRUST INC (JERT)

8-A12B

Form for the registration / listing of a class of securities on a national securities exchange pursuant to section 12(b)
Filed on 07/11/2005

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**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**

JER Investors Trust Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State of Incorporation or Organization)

**1650 Tysons Boulevard
Suite 1600
McLean, Virginia**
(Address of Principal Executive Offices)

75-3152779
(I.R.S. Employer
Identification no.)

22101
(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 upon filing 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 upon filing pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-122802

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

**Title of Each Class
to be so Registered**

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

Common Stock, \$0.01 par value

New York Stock Exchange

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

None
(Title of Class)

None
(Name of Exchange)

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

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock—Common Stock" in the Registrant's Prospectus, which constitutes a part of the Registrant's Registration Statement on Form S-11, as amended (File No. 333-122802), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

Item 2. Exhibits

- 3.1 Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-11, as amended (File No. 333-122802)).
- 3.2 Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-11, as amended (File No. 333-122802)).
- 4.1 Form of Certificate of Common Stock of JER Investors Trust Inc. (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-11, as amended (File No. 333-122802)).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 11, 2005

JER Investors Trust Inc.

By: /s/ Daniel T. Ward

Name: Daniel T. Ward

Title: Secretary