

---

**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**

---

**INNIO N.V.**

(Exact name of registrant as specified in its charter)

---

**The Netherlands**  
(State or other jurisdiction of  
incorporation or organization)  
**Nymphenburger Strasse 5**  
**80335 Munich**  
**Germany**

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

**1101 W. St. Paul Ave.**  
**Waukesha, WI 53188**

(Address of Principal Executive Offices)

---

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

**Title of each class  
to be so registered**  
Common shares, nominal value EUR 0.04 per share

**Name of each exchange on 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) 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 file number to which this form relates: 333-295751.**

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

---

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

The description of the common shares, nominal value EUR 0.04 per share, of INNIO N.V. (the "Company") as included under the caption "Description of Share Capital and Articles of Association" in the Prospectus forming a part of the Company's Registration Statement on Form S-1, originally filed with the Securities and Exchange Commission (the "Commission") on May 11, 2026 (File No. 333-295751) and as subsequently amended (the "Registration Statement"), is hereby incorporated by reference herein. In addition, the above-referenced description included in any Prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

Under the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Company are registered on the Nasdaq Stock Market, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

---

## SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on June 4, 2026.

**INNIO N.V.**

By: /s/ Olaf Berlien  
Name: Olaf Berlien  
Title: *Chief Executive Officer and President*

By: /s/ Dennis Schulze  
Name: Dennis Schulze  
Title: *Chief Financial Officer*

---