

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

Aspen Bio, Inc.
(Exact Name of registrant as specified in its charter)

Colorado 84-1553387

(State of incorporation or organization) (I.R.S. Employer Identification No.)

8100 Southpark Way, Building B-1, Littleton, Colorado 80120

(Address of principal executive officer) (Zip Code)

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
n/a	n/a

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

Common Stock, no par value

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

The description of the Registrant's securities is incorporated by reference from the "Description of Capital Stock" section of the prospectus included in Amendment No. 3 to the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 9, 2002 (File No. 333-86190).

Item 2. Exhibits

The Registrant's Articles of Incorporation, as amended, Bylaws, Specimen Stock Certificate and Specimen Warrant and Agreement to Amend Warrants all of which are instruments that define the rights of security holders, are incorporated as exhibits to this Form 8-A by reference from Exhibits 3.1, 3.1.1, 3.2, 4.1(a) and 4.1(b) to Amendment No. 3 to Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 9, 2002 (File No. 333-86190).

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.

ASPEN BIO, INC.

Date: October 1, 2002

By: /s/ Roger D. Hurst

Roger D. Hurst, President

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