

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES
EXCHANGE ACT OF 1934 (THE "EXCHANGE ACT")

MARSHALL EDWARDS, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State of Incorporation or Organization) 51-0407811
(I.R.S. Employer Identification No.)

140 WICKS ROAD
NORTH RYDE NSW 2113
AUSTRALIA
(Address of Principal Executive Offices)

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), 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 pursuant to General
Instruction A.(d), please check the
following box. [X]

Securities Act registration statement file number to which this form relates: 333-109129
(If applicable)

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

Title of Each Class
to be so Registered

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

NONE

NOT APPLICABLE

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

COMMON STOCK, PAR VALUE \$0.00000002 PER SHARE

WARRANTS TO PURCHASE SHARES OF COMMON STOCK

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The description of the securities to be registered hereby is set forth under the caption "Description of our Securities" in (i) the prospectus (subject to completion) included in Part I of the Registration Statement (Registration No. 333-109129) on Form S-1, as amended, of the registrant originally filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on September 25, 2003 and (ii) the related final form of the prospectus to be filed with the Commission pursuant to Rule 424(b) of the Securities Act, is incorporated herein by reference.

The Registrant has applied to have (i) the Common Stock to be registered hereby approved for listing on the Nasdaq National Market under the symbol MSHL and (ii) the Warrants to be registered hereby approved for listing on the Nasdaq National Market under the symbol MSHLW.

ITEM 2. EXHIBITS

The following exhibits are filed as part of this registration statement:

| Exhibit No. ----- | Exhibit Description ----- |
|----------------------|---|
| 3.1* | Restated Certificate of Incorporation of the Registrant |
| 3.2* | Amended and Restated By-Laws of the Registrant |
| 4.1* | Specimen Common Stock certificate of the Registrant |
| 4.2* | Warrant Agreement |
| 4.3* | Specimen Warrant certificate of the Registrant |

* Previously filed with the Commission as exhibits to the Registration Statement and incorporated herein by reference pursuant to Rule 12b-32(a) of the Exchange Act and Rule 102 of Regulation S-T.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 26, 2003

MARSHALL EDWARDS, INC.
(Registrant)

By: /s/ Christopher Naughton

Name: Christopher Naughton
Title: President and CEO