

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A/A
Amendment No. 1**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

AMERICAN FINANCE TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or
organization)

90-0929989

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

650 Fifth Avenue, 30th Floor,

New York, New York

(Address of principal executive offices)

10019

(Zip Code)

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

Title of each class
to be so registered

Preferred Stock Purchase Rights

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 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

This Amendment No. 1 amends the Registration Statement on Form 8-A originally filed by American Finance Trust, Inc. (the “Company”) with the Securities and Exchange Commission on April 13, 2020. This Amendment No. 1 is being filed to amend the description of preferred stock purchase rights (the “Rights”) of the Company.

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

On February 25, 2021, the Company amended its Rights Agreement, dated as of April 13, 2020, with Computershare Trust Company, N.A., as rights agent (the “Amendment”), solely to extend the expiration date of the Rights from April 12, 2021 to April 12, 2024, unless earlier exercised, exchanged, amended, redeemed, or terminated.

The Rights are in all respects subject to and governed by the provisions of the Rights Agreement and the terms of the Company’s Series B Preferred Stock contained in Exhibit B of the Company’s charter. The Rights Agreement and the Company’s charter are attached hereto as Exhibits 4.1 and 3.1, respectively. The foregoing description of the material terms of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 4.2 and incorporated herein by reference.

Item 2. Exhibits

Exhibit No.	Description
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<u>3.1⁽¹⁾</u>	<u>Articles of Restatement.</u>
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<u>4.1⁽²⁾</u>	<u>Rights Agreement, dated April 13, 2020, between American Finance Trust, Inc. and Computershare Trust Company, N.A., as Rights Agent.</u>
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<u>4.2⁽¹⁾</u>	<u>Amendment to Rights Agreement, dated February 25, 2021, between American Finance Trust, Inc. and Computershare Trust Company, N.A., as Rights Agent.</u>
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- (1) Incorporated by reference to an exhibit to the Registrant’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2021.
 - (2) Incorporated by reference to an exhibit to the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2020.
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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, on this 25th day of February, 2021.

AMERICAN FINANCE TRUST, INC.

By: /s/ Edward M. Weil, Jr.

Name: Edward M. Weil, Jr.

Title: Chief Executive Officer and President
