
**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 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

23andMe Holding Co.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

223 N. Mathilda Avenue
Sunnyvale, California
(Address of principal executive offices)

87-1240344
(I.R.S. Employer Identification No.)

94086
(Zip Code)

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

Title for each class
to be so registered

Class A Common Stock, par value \$0.0001 per share
Warrants, each whole warrant exercisable to purchase one share of
Class A Common Stock at an exercise price of \$11.50 per share

Name of each exchange on which
each class is to be registered

The Nasdaq Global Select Market
The Nasdaq Global Select Market

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.

Securities Act registration statement file number to which this form relates: (if applicable)

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

Explanatory Note

This Registration Statement on Form 8-A is being filed by 23andMe Holding Co. (the “Company”), formerly known as VG Acquisition Corp., with the U.S. Securities and Exchange Commission (the “SEC”) in connection with the transfer of the listing of the Company’s Class A common stock, par value \$0.0001 per share (the “Company Common Stock”), and its warrants to purchase shares of the Company Common Stock (the “Company Warrants”) from the New York Stock Exchange to The Nasdaq Global Select Market.

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

The securities to be registered hereby are the Company Common Stock and Company Warrants.

The description of the Company Warrants registered hereunder is set forth under the heading “Description of Securities” in the prospectus, dated as of October 1, 2020 (File Nos. 333-248844 and 333-249247) and filed with the SEC on October 5, 2020, and is incorporated herein by reference. The description of the Company Common Stock registered hereunder is set forth under the heading “Description of New 23andMe Securities” in the proxy statement/consent solicitation statement/prospectus, dated as of May 14, 2021 (File No. 333-254772) and filed with the SEC on May 17, 2021, and is incorporated herein by reference.

Item 2. Exhibits.

In accordance with the “Instructions as to Exhibits” with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the registrant are registered on The Nasdaq Global Select Market and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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, thereunto duly authorized.

Date: June 16, 2021

23andMe Holding Co.

By: /s/ Steven Schoch

Name: Steven Schoch

Title: Chief Financial and Accounting Officer