
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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**

IMC RARE EARTHS LTD

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands

(State of Incorporation
or Organization)

N/A

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

**Avenida Paulista, 1765, 7th Floor
São Paulo, São Paulo, 0311-930
Brazil**

(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

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

Ordinary Shares, par value of \$0.0001 per share

The NYSE American 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: 333-297175.

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

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

A description of the ordinary shares to be registered hereunder is contained in the section entitled "Description of Share Capital" in the Prospectus included in IMC Rare Earths Ltd's (the "Registrant") Registration Statement on Form F-1 (File No. 333-297175) initially filed with the Securities and Exchange Commission on June 30, 2026, as amended from time to time (the "Registration Statement"). This information is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are filed subsequently to the Registration Statement are hereby also 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 Registrant are registered on The NYSE American LLC 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, thereto duly authorized.

Date: July 28, 2026

IMC RARE EARTHS LTD

By: /s/ Francesco Scolaro

Name: Francesco Scolaro

Title: Chief Executive Officer
