

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

Intelligent Systems Corporation

(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction of incorporation)

1-9330
(Commission File Number)

58-1964787
(IRS Employer Identification No.)

4355 Shackleford Road
Norcross, Georgia 30093
(Address of principal executive offices, including zip code)

(770) 381-2900
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, \$0.01 par value per share	The New York Stock Exchange

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.

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 (if applicable):
Not Applicable

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

EXPLANATORY NOTE

This Registration Statement on Form 8-A is being filed by Intelligent Systems Corporation, a Georgia corporation (the “Company”), in connection with the registration of its common stock, par value \$0.01 per share (the “Common Stock”), pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, and the transfer of the listing of the Company’s Common Stock from the NYSE American LLC to the New York Stock Exchange.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Common Stock

Shares of our common stock have the following rights, preferences, and privileges:

- *Voting rights.* Each outstanding share of common stock entitles its holder to one vote on all matters submitted to a vote of our stockholders, including the election of directors. Generally, all matters to be voted on by stockholders must be approved by a majority of the votes cast by all shares of common stock present or represented by proxy.
- *Staggered Board of Directors.* Our articles provide for a classified (or staggered) board of directors consisting of three classes of directors, with directors serving staggered three-year terms. Shareholders of the company are not entitled to cumulative voting in the election of directors.
- *Dividends.* Holders of common stock are entitled to receive dividends as, when, and if dividends are declared by our board of directors out of assets legally available for the payment of dividends.
- *Liquidation.* In the event of a liquidation, dissolution, or winding up of our affairs, whether voluntary or involuntary, after payment of our liabilities and obligations to creditors, our remaining assets will be distributed ratably among the holders of shares of common stock on a per share basis. If we have any preferred stock outstanding at such time, holders of the preferred stock may be entitled to distribution and/or liquidation preferences. In either such case, we will need to pay the applicable distribution to the holders of our preferred stock before distributions are paid to the holders of our common stock.
- *Rights and preferences.* Our common stock has no preemptive, redemption, conversion, or subscription rights. The rights, powers, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future.

Our articles of incorporation provide that the board of directors has the authority, without action by the stockholders, to designate and issue up to 2,000,000 shares of preferred stock and to fix the powers, rights, preferences and privileges of each class or series of preferred stock, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and the number of shares constituting any class or series, which may be greater than the rights of the holders of the common stock. There are no shares of preferred stock outstanding.

Item 2. Exhibits

None.

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: May 26, 2021

INTELLIGENT SYSTEMS CORPORATION
(Registrant)

/s/ Matthew A. White

By: Matthew A. White
Chief Financial Officer