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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-A**

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

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**OKYO PHARMA LIMITED**

(Exact name of registrant as specified in its charter)

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**Guernsey**  
(State or other jurisdiction  
of incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Martello Court, Admiral Park, St. Peter Port**  
**Guernsey GY1 3HB**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>American Depositary Shares, each representing 65 ordinary shares, no par value</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Ordinary shares, no par value*</b>	<b>The Nasdaq Stock Market LLC*</b>

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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: **333-263326**

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

\* Not for trading, but only in connection with the listing of the American Depositary Shares on The NASDAQ Stock Market LLC. The American Depositary Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8.

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

OKYO Pharma Limited (the "Company") hereby incorporates by reference (a) the description of its ordinary shares, no par value, contained under the heading "*Description of Share Capital and Memorandum and Articles of Incorporation*," (b) the description of its American Depositary Shares, each representing 65 ordinary shares, no par value, contained under the heading "*Description of the American Depositary Shares*" and (c) the information set forth under the heading "*Certain U.S. and Guernsey Tax Considerations*," in each case, in the Company's Registration Statement on Form F-1 (333-263326), as originally filed with the Securities and Exchange Commission on March 4, 2022, as amended from time to time (the "Registration Statement"). In addition, all of the above-referenced descriptions included in any prospectus forming a part of the Registration Statement subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, shall be deemed to be incorporated by reference herein.

### **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 Stock Market 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.

**OKYO PHARMA LIMITED**

Date: May 10, 2022

By: /s/ Gary S. Jacob

Name: Gary S. Jacob

Title: Chief Executive Officer