

TRAVELCENTERS OF AMERICA LLC
Form 8-A12B
June 30, 2016

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 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TRAVELCENTERS OF AMERICA LLC

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

24601 Center Ridge Road, Westlake, Ohio
(Address of principal executive offices)

20-5701514
(I.R.S. Employer Identification No.)

44145-5639
(Zip Code)

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

**Title of each class
to be so registered**

8.00% Senior Notes due 2029

**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: X

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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:

Securities Act registration statement file number to which this form relates (if applicable): **Not applicable**

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

EXPLANATORY NOTE

TravelCenters of America LLC, or the Company, is filing this Form 8-A in connection with the transfer of the listing of its 8.00% Senior Notes due 2029, or the Notes, from the New York Stock Exchange to The NASDAQ Stock Market LLC.

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

A description of the Notes is contained in the Prospectus dated December 9, 2014, under the caption "Description of Notes" at pages 32 through 40 thereof, related to the Company's Registration Statement on Form S-1 (File No. 333-200462), initially filed with the Securities and Exchange Commission, or the SEC, on November 21, 2014, as amended on December 4, 2014 and December 8, 2014, and the Company's Registration Statement on Form S-1 (File No. 333-200818) filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The description in such Prospectus is incorporated herein by reference.

Item 2. Exhibits

| Exhibit Number | Description |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Indenture by and between the Company and U.S. Bank National Association, as trustee, dated as of January 15, 2013. (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 15, 2013.) |
| 4.2 | Second Supplemental Indenture by and between the Company and U.S. Bank National Association, as trustee, dated as of December 16, 2014. (Incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form 8-A. (File No. 001-33274).) |
| 4.3 | Form of 8.00% Senior Notes due 2029. (Included in Exhibit 4.2 above.) |

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.

TRAVELCENTERS OF AMERICA LLC

| | |
|--------|--------------------------------------------------------------------|
| By: | /s/ Andrew J. Rebholz |
| Name: | Andrew J. Rebholz |
| Title: | Executive Vice President, Chief Financial Officer and Treasurer |

Dated: June 30, 2016