

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

**TMC the metals company Inc.**  
(Exact name of registrant as specified in its charter)

**British Columbia, Canada**

(State of incorporation or organization)

**Not Applicable**

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

**595 Howe Street, 10th Floor**

**Vancouver, British Columbia, Canada**

(Address of Principal Executive Offices)

**V6C 2T5**

(Zip Code)

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

**TMC Common Shares without par value**

**Redeemable warrants, each whole warrant exercisable for one TMC  
Common Share, each at an exercise price of \$11.50 per share**

**The Nasdaq Stock Market LLC**

**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.

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: 333-255118**

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

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

The securities to be registered hereby are the common shares without par value, and warrants to purchase common shares of TMC the metals company Inc. (f/k/a Sustainable Opportunities Acquisition Corp.) (the "Registrant"). The description of the common shares and warrants set forth under the heading "Description of TMC Securities" in the Registrant's prospectus forming a part of its Registration Statement on Form S-4 (File No. 333-255118), originally filed with the U.S. Securities and Exchange Commission on April 8, 2021, as thereafter amended and supplemented from time to time (the "Registration Statement"), to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed 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 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, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**TMC THE METALS COMPANY INC.**

Date: September 10, 2021

By: /s/ Craig Shesky

Name: Craig Shesky

Title: Chief Financial Officer