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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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**MATERIALISE NV**

(Exact name of registrant as specified in its charter)

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**Kingdom of Belgium**  
(State of incorporation or organization)

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

**Technologielaan 15**  
**3001 Leuven**  
**Belgium**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

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

**Title of each class  
to be so registered**  
**American Depositary Shares, each representing one  
Ordinary Share, no nominal value per share  
Ordinary Shares, no nominal value per share\***

**Name of each exchange on which  
each class is to be registered**  
**The NASDAQ Stock Market LLC**  
**The NASDAQ Stock Market LLC\***

\* 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 Ordinary Shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6 (Registration No. 333-196734).

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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), 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), check the following box.

**Securities Act registration statement file number to which this form relates:**  
**333-194982**

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

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

Materialise NV (the "Registrant") hereby incorporates by reference the description of ordinary shares, no nominal value per share ("Ordinary Shares"), and American Depositary Shares, each representing one Ordinary Share, to be registered hereunder contained under the headings "Description of Share Capital" and "Description of American Depositary Shares" in the Registrant's Registration Statement on Form F-1 (File No. 333-194982) filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Act that constitutes part of the Registration Statement shall also be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

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**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: June 20, 2014

**MATERIALISE NV**

By: /s/ Wilfried Vancraen  
Name: Wilfried Vancraen  
Title: Chief Executive Officer