

Colony Financial, Inc.  
Form 8-A12B  
March 20, 2012

**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**

**COLONY FINANCIAL, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Maryland**  
**(State of Incorporation**

**or Organization)**

**2450 Broadway, 6th Floor**

**Santa Monica, California**  
**(Address of Principal Executive Offices)**

**27-0419483**  
**(I.R.S. Employer**

**Identification No.)**

**90404**  
**(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>8.50% Series A Cumulative Redeemable Perpetual Preferred Stock</b>	<b>The New York Stock Exchange</b>

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.  x

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.  ..

Securities Act registration statement file number to which this form relates: **333-176481**

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.**

A description of the preferred stock to be registered hereunder is contained in the section entitled "Description of Our Series A Preferred Stock" in the Registrant's prospectus supplement dated March 13, 2012, as filed with the U.S. Securities and Exchange Commission on March 14, 2012 under Rule 424(b)(5) and under "Description of Preferred Stock" in the accompanying prospectus, which descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description</b>
3.1	Articles of Amendment and Restatement of Colony Financial, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 5 to the Company's Registration Statement on Form S-11 (No. 333-160323) filed on September 23, 2009)
3.2*	Articles Supplementary designating Colony Financial, Inc.'s 8.50% Series A Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share
4.1*	Form of stock certificate evidencing the 8.50% Series A Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share

\* Filed herewith.

**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.

Date: March 20, 2012

**COLONY FINANCIAL, INC.**

By: **/s/ Ronald M. Sanders**  
**Ronald M. Sanders**  
**Chief Legal Officer**

**EXHIBIT INDEX**

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