

**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**

ALLEGIANT TRAVEL COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State of Incorporation or Organization)

20-4745737

(IRS. Employer Identification No.)

3301 N. Buffalo, Suite B-9, Las Vegas, Nevada

(Address of principal executive offices)

89129

(ZIP Code)

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), please 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), please check the following box.

Securities Act registration statement file number to which this form relates: **333-134145**

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

**Title of Each Class
To Be So Registered**

Common Stock, par value \$0.001 per share

**Name Of Each Exchange On Which
Each Class Is To Be Registered**

The NASDAQ Stock Market, LLC

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

None

(Title of Class)

Information Required in Registration Statement

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

A description of the common stock, par value \$0.001 per share (the "Common Stock") of Allegiant Travel Company (the "Registrant") to be registered hereunder is contained under the caption "Description of Capital Stock" in the Prospectus which constitutes part of the Registrant's Registration Statement on Form S-1 (File No. 333-134145) initially filed with the Securities and Exchange Commission on May 15, 2006, as amended from time to time, and is incorporated herein by reference.

Item 2. Exhibits

The following exhibits are filed as part of this registration statement (all of which are incorporated by reference to the corresponding exhibit as filed with the Registration Statement):

- 3.1 Articles of Incorporation of the Registrant. Incorporated by reference to the corresponding exhibit as filed with the Registration Statement.
- 3.2 Bylaws of the Registrant. Incorporated by reference to the corresponding exhibit as filed with the Registration Statement.
- 3.3 Specimen Common Stock certificate of the Registrant (filed herewith).

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.

Dated: November 22, 2006

Allegiant Travel Company

By: /s/ Linda A. Marvin
Linda A Marvin
Chief Financial Officer

COMMON STOCK

COMMON STOCK



INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

ALLEGIANT TRAVEL COMPANY

SEE REVERSE FOR CERTAIN DEFINITIONS CUSIP 01748X 10 2

THIS CERTIFIES THAT

is the record holder of

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, \$.001 PAR VALUE PER SHARE, OF

ALLEGIANT TRAVEL COMPANY

CERTIFICATE OF STOCK

Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

Alan C. Jy

MANAGING DIRECTOR AND SECRETARY



Man J. Jy

PRESIDENT AND CHIEF EXECUTIVE OFFICER

COUNTERSIGNED AND REGISTERED:

AMERICAN STOCK TRANSFER & TRUST COMPANY

TRANSFER AGENT AND REGISTRAR

BY

AUTHORIZED SIGNATURE

ALLEGIANT TRAVEL COMPANY

The Corporation will furnish without charge to each stockholder who so requests a statement of the designations, powers, preferences and relative participating, optional or other special rights of each class of stock or series thereof of the Corporation and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or the Transfer Agent.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM —as tenants in common
TEN ENT —as tenants by the entireties
JT TEN —as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT —

UNIF TRF MIN ACT —

(Cust) Custodian (Minor)
Under Uniform Gifts to Minors Act
(State)

(Minor) Custodian (until age)
To Minors Act (State)

Additional abbreviations may also be used though not in the above list.

For Value received _____

hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE

Of the _____ Stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint

Attorney

To transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

X

X

NOTICE:

THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed:

By _____
THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

