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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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**Southwest Gas Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

81-3881866  
(I.R.S. Employer Identification No.)

**8360 S. Durango Dr.  
Post Office Box 98510  
Las Vegas, Nevada**  
(Address of principal executive offices)

**89193-8510**  
(Zip Code)

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

Title of each class  
to be so registered  
Preferred Stock Purchase Rights

Name of each exchange on which  
each class is to be registered  
New York Stock Exchange

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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) 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:**

N/A

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

None

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## Item 1. Description of Registrant’s Securities to be Registered.

On November 3, 2023, the Board of Directors (the “Board”) of Southwest Gas Holdings, Inc. (the “Company”) authorized a dividend of one preferred stock purchase right (a “Right”) for each outstanding share of common stock, \$1 par value per share, of the Company (the “Common Stock”). The dividend is payable on November 17, 2023 (the “Record Date”) to the holders of record of Common Stock as of 5:00 P.M., New York City time, on the Record Date. The description and terms of the Rights are set forth in a Tax-Free Spin Protection Plan, dated as of November 5, 2023 (as the same may be amended from time to time, the “Plan”), between the Company and Equiniti Trust Company, LLC, as rights agent. Each Right entitles the registered holder to purchase from the Company one ten-thousandth of a share of Series A Junior Participating Preferred Stock, no par value per share, of the Company (the “Preferred Stock”) at a purchase price of \$300.00 per one ten-thousandth of a share of Preferred Stock (the “Purchase Price”), subject to adjustment.

The Rights are in all respects subject to and governed by the provisions of the Plan and the Certificate of Designations of the Preferred Stock (the “Certificate of Designations”), which are attached hereto as Exhibits 4.1 and 3.1, respectively, and incorporated herein by reference. The Certificate of Designations was filed by the Company with the Secretary of State of the State of Delaware. The description of the Rights is incorporated herein by reference to the description of the Rights set forth under Item 1.01 of the Company’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 6, 2023, and is qualified in its entirety by reference to the full text of the Plan and Certificate of Designations.

## Item 2. Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Certificate of Designations of the Series A Junior Participating Preferred Stock (previously filed and incorporated by reference to <a href="#">Exhibit 3.1</a> to the Registrant’s Current Report on Form 8-K, filed on November 6, 2023).   |
| 4.1         | Tax-Free Spin Protection Plan, dated November 5, between Southwest Gas Holdings, Inc. and Equiniti Trust Company, LLC, as Rights Agent (previously filed and incorporated by reference to <a href="#">Exhibit 4.1</a> to the Registrant’s Current Report on Form 8-K, filed on November 6, 2023). |

**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, on this 6th day of November, 2023.

SOUTHWEST GAS HOLDINGS, INC.

/s/ Robert J. Stefani

Robert J. Stefani

Senior Vice President/Chief Financial Officer