

MainStay DefinedTerm Municipal Opportunities Fund  
Form 8-A12B  
June 21, 2012

U.S. 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

**MainStay definedterm Municipal OPPORTUNITiES fund**

(Exact Name of Registrant as Specified in Declaration of Trust)

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DELAWARE  
(State of Organization)

45-1681733  
(I.R.S. Employer Identification No.)

51 MADISON AVENUE, NEW YORK, NY 10010  
(Address of Principal Executive Offices) (Zip Code)

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

**Title of Securities**

**Name of Exchange on which**

**Being Registered:**

**Each Class is to be Registered:**

Common Shares of

New York Stock Exchange

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Beneficial Interest, \$0.001 par value

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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: 333-173701.

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

## **INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The shares (the "Shares") to be registered hereunder are common shares of beneficial interest, \$0.001 par value per share of MainStay DefinedTerm Municipal Opportunities Fund (the "Registrant"). A description of the Shares is contained under the heading "Description of Shares" in the prospectus to be included in an amendment to the Registrant's registration statement on Form N-2, which registration statement was filed under the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, on May 25, 2012 (Registration Nos. 333-173701 and 811-22551, respectively), and such description is incorporated herein by reference.

### **Item 2. Exhibits.**

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

*[Signature page to follow]*

**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.

MainStay DefinedTerm Municipal  
Opportunities Fund

/s/ Stephen P. Fisher  
Stephen P. Fisher  
President and Principal Executive Officer

Date: June 21, 2012