



805 King Farm Boulevard  
Rockville, MD 20850

Nasdaq.com

RECORDED

JAN 26 2015

001-36475

William Slattery, CFA  
Vice President  
Listing Qualifications

Washington, DC 20549

By Electronic Mail

January 26, 2015

CERTNAS

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on January 26, 2015 The Nasdaq Stock Market (the "Exchange") received from Ascendis Pharma A/S (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

American Depositary Shares, each representing  
one ordinary share

Ordinary shares, DKK 1 nominal value per share<sup>1</sup>

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Slattery*

<sup>1</sup> Not for trading, but only in connection with the registration of the American Depositary Shares on The NASDAQ Stock Market LLC.