

NUVEEN MICHIGAN QUALITY INCOME MUNICIPAL FUND INC
Form 8-A12B
December 28, 2012

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

Nuveen Michigan Quality Income Municipal Fund

(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS

*(State of Incorporation
or Organization)*

36-3777458

*(I.R.S. Employer
Identification No.)*

333 West Wacker Drive

Chicago, Illinois 60606

(Address of Principal Executive Offices)

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

Title of Class
to be so Registered

Name of Exchange On Which
Class is to be Registered

MuniFund Term Preferred Shares of Beneficial

NYSE MKT LLC

Interest, \$10.00 liquidation preference per share

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: 333-182723

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

NONE

(Title of Class)

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

The shares to be registered hereunder are MuniFund Term Preferred Shares of beneficial interest, par value \$0.01 and \$10.00 liquidation preference per share, 2.30% Series 2015 (MTP Shares), of Nuveen Michigan Quality Income Municipal Fund (the Registrant). The description of the MTP Shares is contained in the proxy statement/prospectus and in the related exhibits included in the registration statement on Form N-14, filed by Nuveen Michigan Quality Income Municipal Fund, Inc. (the Predecessor Registrant) under the Securities Act of 1933, as amended, on August 29, 2012 (333-182723), and such description as included in the proxy statement/prospectus filed pursuant to Rule 497 on September 12, 2012.

The Registrant is also filing a post-effective amendment pursuant to Rule 414 to adopt the registration statement of the Predecessor Registrant on Form N-14 under the 1933 Act.

The description of MTP Shares contained in such filings is deemed incorporated herein by reference and made part of this registration statement.

Item 2. Exhibits.

1. Declaration of Trust.
2. By-Laws.
3. Rating Agency Guidelines (Incorporated by reference to exhibit 5.c to the post-effective amendment to the registration statement filed on Form N-14 for Nuveen Michigan Quality Income Municipal Fund, as filed via EDGAR on December 21, 2012 (SEC Accession No. 0001193125-12-513285)).
4. Form of Statement Establishing and Fixing the Rights and Preferences of Registrant's MuniFund Term Preferred Shares with Form of Appendix A.
5. Specimen Certificate of Shares of the Registrant.

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.

Date: December 28, 2012

**NUVEEN MICHIGAN QUALITY INCOME
MUNICIPAL FUND**

By: /s/ Kevin J. McCarthy
Name: Kevin J. McCarthy
Title: Vice President and Secretary