

FT 12233

FORM S-6 (Securities Registration: Unit Investment Trust)

Filed 04/15/25

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CIK 0002055964

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-6

FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933 OF SECURITIES OF UNIT INVESTMENT
TRUSTS REGISTERED ON FORM N-8B-2

A. Exact Name of Trust:

FT 12233

B. Name of Depositor:

FIRST TRUST PORTFOLIOS L.P.

C. Complete Address of Depositor's Principal Executive Offices:

120 East Liberty Drive
Suite 400
Wheaton, Illinois 60187

D. Name and Complete Address of Agents for Service:

FIRST TRUST PORTFOLIOS L.P.
Attention: James A. Bowen
Suite 400
120 East Liberty Drive
Wheaton, Illinois 60187

CHAPMAN AND CUTLER LLP
Attention: Eric F. Fess
320 South Canal Street
27th Floor
Chicago, Illinois 60606

E. Title and Amount of Securities Being Registered:

An indefinite number of Units pursuant to Rule 24f-2 promulgated under the
Investment Company Act of 1940, as amended.

F. Approximate Date of Proposed Sale to the Public:

_____ Check if it is proposed that this filing will become effective on _____ at _____
p.m. pursuant to Rule 487.

The registrant hereby amends this Registration Statement on such date or dates as
may be necessary to delay its effective date until the registrant shall file a further
amendment which specifically states that this Registration Statement shall thereafter
become effective in accordance with Section 8(a) of the Securities Act of 1933 or until
the Registration Statement shall become effective on such date as the Commission, acting
pursuant to said Section 8(a), may determine.

Preliminary Prospectus Dated April 15, 2025

FT 12233

Market Strength Allocation Select Portfolio, Series 62

The final Prospectus for one or more prior Series of the Fund, as referenced below,
are hereby used as a preliminary Prospectus for the above stated Series. The structure,
investment objective, security selection process, Portfolio composition and risk
considerations for each Series, as described in the referenced final Prospectus or
Prospectuses, will be substantially the same as, and will not materially differ from,
that of the final Prospectus for this Series. Information with respect to pricing, the
number of Units, dates and summary information regarding the characteristics of
securities to be deposited in this Series is not now available and will be different
since each Series has a unique Portfolio. Accordingly the information contained herein
with regard to the previous Series should be considered as being included for
informational purposes only. Ratings, if any, of the securities in this Series are
expected to be comparable to those of the securities deposited in the previous Series.

A registration statement relating to the units of this Series will be filed with the Securities and Exchange Commission but has not yet become effective. Information contained herein is subject to completion or amendment. Such Units may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This Prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Units in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. (Incorporated herein by reference are the final prospectuses for [FT 10823](#) (Registration No. 333-272225) as filed July 12, 2023 and [FT 12056](#) (Registration No. 333-284460) as filed March 14, 2025 which shall be used as the preliminary Prospectus for the current series of the Fund.)

CONTENTS OF REGISTRATION STATEMENT

ITEM A Bonding Arrangements of Depositor:

First Trust Portfolios L.P. is covered by a Broker's Fidelity Bond, in the total amount of \$2,000,000, the insurer being National Union Fire Insurance Company of Pittsburgh.

ITEM B This Registration Statement on Form S-6 comprises the following papers and documents:

The facing sheet

The Prospectus

The signatures

Exhibits

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, FT 12233 has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wheaton and State of Illinois on April 15, 2025.

FT 12233
(Registrant)

By: FIRST TRUST PORTFOLIOS L.P.
(Depositor)

By: /s/ Ronda L. Saeli-Chiappe
Vice President

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following person in the capacity and on the date

Charger Corporation, the general partner of First Trust Portfolios L.P., Depositor (incorporated by reference to Amendment No. 1 to Form S-6 [File No. 333-230481] filed on behalf of FT 8001).

- 1.5 [By-Laws](#) of The Charger Corporation, the general partner of First Trust Portfolios L.P., Depositor (incorporated by reference to Amendment No. 2 to Form S-6 [File No. 333-169625] filed on behalf of FT 2669).
- 1.7 Fund of Funds Agreements (incorporated by reference to Amendment No. 1 to Form S-6 [File No. 333-261661] filed on behalf of [FT 9909](#), Amendment No. 1 to Form S-6 [File No. 333-261297] filed on behalf of [FT 9857](#), Amendment No. 1 to Form S-6 [File No. 333-262164] filed on behalf of [FT 9948](#), Amendment No. 1 to Form S-6 [File No. 333-262344] filed on behalf of [FT 9965](#), Amendment No. 1 to Form S-6 [File No. 333-263845] filed on behalf of [FT 10083](#) and Amendment No. 1 to Form S-6 [File No. 333-274281] filed on behalf of [FT 11028](#)).

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- 2.2 [Code of Ethics](#) (incorporated by reference to Amendment No. 1 to Form S-6 [File No. 333-224320] filed on behalf of FT 7359).
- 3.1* Opinion of counsel as to legality of securities being registered.
- 4.1* Consent of Independent Registered Public Accounting Firm.
- 6.1 [List of Principal Officers](#) of the Depositor (incorporated by reference to Amendment No. 1 to Form S-6 [File No. 333-236093] filed on behalf of FT 8556).
- 7.1 [Powers of Attorney](#) executed by the Officers listed on page S-3 of this Registration Statement (incorporated by reference to Amendment No. 1 to Form S-6 [File No. 333-285589] filed on behalf of FT 12161).

* To be filed by amendment.

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