
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

AquaBounty Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

0273
(Primary Standard Industrial
Classification Code Number)

04-3156167
(I.R.S. Employer
Identification Number)

**2 Mill & Main Place, Suite 395
Maynard, Massachusetts 01754
(978) 648-6000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David A. Frank
Chief Financial Officer
AquaBounty Technologies, Inc.
2 Mill & Main Place, Suite 395
Maynard, Massachusetts 01754
Telephone: (978) 648-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jocelyn M. Arel, Esq.
Michael J. Minahan, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
Telephone: (617) 570-1000

Christopher Martin
General Counsel
AquaBounty Technologies, Inc.
2 Mill & Main Place, Suite 395
Maynard, Massachusetts 01754
Telephone: (978) 648-6000

Robert F. Charron, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
Telephone: (212) 370-1300

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **File No. 333-221435**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Offering Price(1) | Amount of Registration Fee |
|---------------------------------------------------------------|------------------------------------------|-------------------------------|
| Common Stock, par value \$0.001 per share (2) | \$2,300,000 | \$286.35 |
| Warrants to purchase shares of common stock (2) | — | — (3) |
| Shares of common stock issuable upon exercise of the warrants | \$2,300,000 | \$286.35 |
| Total | \$4,600,000 | \$572.70 |

- (1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended, and represents only the proposed maximum aggregate offering price of the additional securities registered hereby, which does not exceed 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-221435). Does not include the securities that the Registrant previously registered.
- (2) Includes offering price of any additional shares of common stock and warrants that the underwriter has an option to purchase to cover over-allotments, if any.
- (3) No fee required pursuant to Rule 457(g).

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-221435) filed by AquaBounty Technologies, Inc. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on January 12, 2018, are incorporated by reference into this Registration Statement. The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Exhibit Index</u> |
|--------------------|--------------------------------------------------------------------------|
| 5.1 | Opinion of Goodwin Procter LLP |
| 23.1 | Consent of Wolf & Company, P.C. |
| 23.2 | Consent of Goodwin Procter LLP (included in Exhibit 5.1) |
| 24.1* | Power of Attorney |

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-221435), originally filed with the Securities and Exchange Commission on November 7, 2017 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Maynard, Commonwealth of Massachusetts, on the 12th day of January, 2018.

AQUABOUNTY TECHNOLOGIES, INC.

By: /s/ Ronald L. Stotish
Ronald L. Stotish
Chief Executive Officer, President, and Director

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---------------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------|
| <u>/s/ Ronald L. Stotish</u> Ronald L. Stotish | President, Chief Executive Officer and Director (Principal Executive Officer) | January 12, 2018 |
| <u>/s/ David A. Frank</u> David A. Frank | Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) | January 12, 2018 |
| <u>*</u> Richard J. Clothier | Chairman of the Board, Director | January 12, 2018 |
| <u>*</u> Jack A. Bobo | Director | January 12, 2018 |
| <u>*</u> Richard L. Huber | Director | January 12, 2018 |
| <u>*</u> Christine St.Clare | Director | January 12, 2018 |
| <u>*</u> Rick Sterling | Director | January 12, 2018 |
| <u>*</u> James C. Turk | Director | January 12, 2018 |

*By: /s/ Ronald L. Stotish
Ronald L. Stotish
Attorney-in-fact



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

January 12, 2018

AquaBounty Technologies, Inc.
2 Mill & Main Place, Suite 395
Maynard, MA 01754

Re: Securities Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-221435) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by AquaBounty Technologies, Inc., a Delaware corporation (the "Company") of up to an additional \$4,600,000 of Securities (as defined below), which consist of (i) shares of the Company's Common Stock, \$0.001 par value per share (the "Common Stock" and such shares, the "Shares"), including Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company, (ii) warrants ("the Warrants") to purchase shares of Common Stock, including Warrants purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company, and (iii) shares of Common Stock issuable upon exercise of the Warrants (the "Warrant Shares") (i) through (iii) collectively, the "Securities") covered by the Registration Statement. The Shares and Warrants are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and H.C. Wainwright & Co., LLC, as representative for such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law and New York law.

Based on the foregoing, we are of the opinion that:

1. The Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.
2. The Warrants have been duly authorized and, when issued, delivered and paid for in accordance with the Underwriting Agreement, will be valid and binding obligations of the Company.
3. Assuming a sufficient number of authorized but unissued shares of Common Stock are available for issuance when the Warrants are exercised, the Warrant Shares, when and if issued upon exercise of the Warrants in accordance with the terms of the Warrants, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP
GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use in this Registration Statement on Form S-1 of AquaBounty Technologies, Inc. of our report dated March 16, 2017, relating to our audit of the consolidated financial statements, appearing in the Prospectus, which is a part of such Registration Statement.

We also consent to the reference to our firm under the caption “Experts” in such Prospectus.

/s/ Wolf & Company, P.C.

Boston, Massachusetts
January 12, 2018