

**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**

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

(Primary Standard Industrial  
Classification Code 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

**Angela M. Olsen**  
General Counsel and Corporate Secretary  
AquaBounty Technologies, Inc.  
2 Mill & Main Place, Suite 395  
Maynard, Massachusetts 01754  
Telephone: (978) 648-6000

**Jonathan R. Zimmerman**  
**Ryan R. Woessner**  
Faegre Drinker Biddle & Reath LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
Telephone: (612) 766-7000

**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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **File No. 333-235919**

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 a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, 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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(2)(3)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$0.001 per share(4)	1,725,000	\$1.50	\$2,587,500	\$—

- (1) Represents only the additional number of shares of common stock being registered, and includes 225,000 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-235919).
- (2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (3) Includes the offering price of any additional shares of common stock that the underwriters have an option to purchase to cover over-allotments, if any.
- (4) The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$17,595,000 on the Registration Statement on Form S-1, as amended (File No. 333-235919), which was declared effective by the Securities and Exchange Commission on February 10, 2020 (the "Existing Registration Statement"). In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$2,587,500 are hereby registered, which, together with the securities registered under the Existing Registration Statement, would have a maximum aggregate offering price of \$15,525,000, based on the public offering price of \$1.50 per share.

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**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.**

**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

AquaBounty Technologies, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-235919) (the “Prior Registration Statement”), which the Commission declared effective on February 10, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing by 1,725,000 shares the number of shares of its common stock, par value \$0.001 per share, to be registered for sale, 225,000 of which may be sold upon exercise of the underwriters’ option to purchase additional shares. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

## EXHIBIT INDEX

Exhibit Number	Exhibit Description
<a href="#">5.1</a>	<a href="#">Opinion of Goodwin Procter LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of Wolf &amp; Company, P.C.</a>
<a href="#">23.2</a>	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
<a href="#">24.1*</a>	<a href="#">Powers of attorney (included on the signature page of the Registrant's Registration Statement on Form S-1 (File No. 333-235919) filed on January 15, 2020).</a>

\* Previously filed.

## 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 February, 2020.

### AQUABOUNTY TECHNOLOGIES, INC.

By: /s/ Sylvia A. Wulf

Sylvia A. Wulf

Chief Executive Officer, President, and Director

## SIGNATURES

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Sylvia A. Wulf</u> Sylvia A. Wulf	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2020
<u>/s/ David A. Frank</u> David A. Frank	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 12, 2020
<u>*</u> Richard J. Clothier	Chairman of the Board, Director	February 12, 2020
<u>*</u> Richard L. Huber	Director	February 12, 2020
<u>*</u> Jeffrey T. Perez	Director	February 12, 2020
<u>*</u> Christine St.Clare	Director	February 12, 2020
<u>*</u> Rick Sterling	Director	February 12, 2020
<u>*</u> James C. Turk	Director	February 12, 2020

\*By: /s/ Sylvia A. Wulf  
Sylvia A. Wulf  
*Attorney-in-Fact*



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com

+1 617 570 1000

February 12, 2020

AquaBounty Technologies, Inc.

2 Mill & Main Place, Suite 395  
Maynard, Massachusetts 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 a Registration Statement on Form S-1 (File No. 333-235919) (as amended or supplemented, the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offering by AquaBounty Technologies, Inc., a Delaware corporation (the "Company") of up to 10,350,000 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share, including Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and 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.

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

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 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 7, 2019, relating to the consolidated financial statements of AquaBounty Technologies, Inc., appearing in the Prospectus, which is part of this 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

February 12, 2020