

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

OCEAN POWER TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or
Organization)

22-2535818

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

1590 Reed Road

Pennington, NJ 08534

(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2006 Stock Incentive Plan

(Full titles of the Plans)

David L. Keller

Interim Chief Executive Officer

Ocean Power Technologies, Inc.

1590 Reed Road, Pennington, New Jersey 08534

(Name and Address of Agent for Service)

(609) 730-0400

(Telephone number, including area code, of agent for service)

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	800,000 shares	\$0.96	\$768,000	\$ 89.24

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also includes any additional number of shares that may be offered and issued as a result of future stock splits, stock dividends or similar transactions under the Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock on the Nasdaq Global Market on October 20, 2014, in accordance with Rule 457(c) under the Securities Act of 1933, as amended.

INCORPORATION BY REFERENCE

This Registration Statement (the "Registration Statement") on Form S-8 registers 800,000 additional shares of the common stock, par value \$0.001 per share ("Common Stock"), of Ocean Power Technologies, Inc. (the "Company" or the "Registrant") which may be acquired pursuant to the Registrant's Amended and Restated 2006 Stock Incentive Plan, as amended (the "Plan"). The securities subject to this Registration Statement are of the same class of the Registrant for which the Registrant previously filed a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"). Accordingly, the contents of the Registrant's Registration Statement on Form S-8, File No. 333-142547, as filed with the Securities and Exchange Commission (the "Commission") on May 2, 2007 are hereby incorporated by reference pursuant to Instruction E to Form S-8, except for Item 3. Incorporation of Documents by Reference and Item 8, "Exhibits", of Part II of such Registration Statement. After giving effect to this Registration Statement, an aggregate of 2,453,215 shares of the Registrant's Common Stock have been registered for issuance pursuant to the Plan.

EXPLANATORY NOTE

The Board of Directors approved an amendment (the "Amendment") to the Plan to increase the number of shares available for the grant of awards under the Plan by 800,000 shares. The Amendment was subject to stockholder approval. On October 3, 2013, the Amendment was approved by stockholders at the Company's annual meeting of stockholders. The Company has filed this Registration Statement to register, under the Securities Act, the offer and sale pursuant to the Plan of an additional 800,000 shares of Common Stock not previously registered.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

- (a) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Exchange Act or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the documents referred to in (a) above.
- (c) The description of the securities contained in the Registrant's registration statement on Form 8-A filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amended and Restated 2006 Stock Incentive Plan (incorporated herein by reference to Exhibit A to the Registrants Definitive Proxy Statement filed with the SEC on August 28, 2013)
5.1	Opinion of Morrison Cohen LLP, counsel to the Registrant
23.1	Consent of Morrison Cohen LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP
24.1	Power of Attorney (included on the signature pages of this Registration Statement on Form S-8).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pennington, State of New Jersey, on this 22nd day of October, 2014.

OCEAN POWER TECHNOLOGIES, INC.

By: /s/ David L. Keller
David L. Keller
Interim Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Ocean Power Technologies, Inc., hereby severally constitute and appoint David L. Keller, and Mark A. Featherstone, and each of them singly, our true and lawful attorneys, with full power to sign for us in our names in the capacities indicated below, any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in our capacities as officers and directors to enable Ocean Power Technologies, Inc., to comply with the provisions of the Securities Act of 1933, as amended, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities held on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David L. Keller</u> David L. Keller	Director and Interim Chief Executive Officer (Principal Executive Officer)	October 22, 2014
<u>/s/ Mark A. Featherstone</u> Mark A. Featherstone	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 22, 2014
<u>/s/ Terence J. Cryan</u> Terence J. Cryan	Director	October 22, 2014
<u>/s/ Eileen M. Competti</u> Eileen M. Competti	Director	October 22, 2014
<u>/s/ Dean J. Glover</u> Dean J. Glover	Director	October 22, 2014

EXHIBIT INDEX

**Exhibit
Number**

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October 22, 2014

Ocean Power Technologies, Inc.
1590 Reed Road
Pennington, New Jersey 08534

Ladies and Gentlemen:

We are counsel to Ocean Power Technologies, a Delaware corporation (the "Company"). The Company is filing with the Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act") relating to an aggregate of 800,000 shares of common stock, \$0.001 par value per share (the "Shares") of the Company, issuable under the Company's Amended and Restated 2006 Stock Incentive Plan (the "Plan").

As counsel to the Company, we have examined the originals or copies of such documents, corporate records and other instruments and undertaken such further inquiry as we have deemed necessary or appropriate for purposes of this opinion, including, but not limited to, the Registration Statement (including the Plan), corporate resolutions authorizing the issuance of the Shares, and the Certificate of Incorporation and Bylaws of the Company, including amendments thereto. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us; (c) the conformity to the originals of all documents submitted to us as copies; (d) genuineness of all signatures contained in the records, documents, instruments and certificates we have reviewed; and (e) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized, and, when issued and delivered against payment therefore in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and non-assessable.

The information set forth herein is as of the date hereof. We assume no obligation to advise you of changes that may hereafter be brought to our attention. We are members of the Bar of the State of New York. We do not express any opinion concerning the laws of any jurisdiction other than (i) the Federal laws of the United States, and (ii) the Delaware General Corporation Law. Our opinion is based on statutory laws that are in effect on the date hereof and judicial decisions interpreting such laws, and we do not opine with respect to any law, regulation, rule or governmental policy that may be enacted or adopted after the date hereof, nor do we assume any responsibility to advise you of future changes in our opinion. We do not express an opinion on any matters other than those expressly set forth in this letter.

We hereby consent to filing of this opinion letter as an exhibit to the Registration Statement as filed with the Securities and Exchange Commission in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the SEC there under.

Very truly yours,

/s/Morrison Cohen LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ocean Power Technologies, Inc.:

We consent to the use of our report dated July 29, 2014, with respect to the consolidated balance sheets of Ocean Power Technologies, Inc. and subsidiaries as of April 30, 2014 and 2013, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the years in the two-year period ended April 30, 2014, incorporated herein by reference.

/s/KPMG LLP

Philadelphia, Pennsylvania
October 21, 2014