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

Form S-3

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)

4911
(Primary Standard Industrial
Classification Code Number)

22-2535818
(I.R.S. Employer Identification No.)

1590 Reed Road
Pennington, New Jersey 08534
(609) 730-0400
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

George H. Kirby
Chief Executive Officer
Ocean Power Technologies, Inc.
1590 Reed Road
Pennington, New Jersey 08534
(609) 730-0400
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Robert G. Reedy
Kevin J. Poli
Porter Hedges LLP
1000 Main, 36th Floor
Houston, Texas 77002
Telephone: (713) 226-6674
Telecopy: (713) 228-1331

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.
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. [X]

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. **333-209517**

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, 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

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 Securities Act

CALCULATION OF REGISTRATION FEE

<u>Title of Each Class of Securities to be Registered</u>	<u>Proposed Maximum Aggregate Offering Price</u>	<u>Amount of Registration Fee</u>
Common Stock, par value \$0.001 per share	\$1,437,859 (1), (2)	\$180

- (1) The registrant previously registered securities at an aggregate offering price not to exceed \$15,000,000 on a Registration Statement on Form S-3 (File No. 333-209517), which was filed by the registrant on February 12, 2016 and declared effective on April 26, 2016 (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$1,437,859 is hereby registered, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such Registration Statements.
- (2) The proposed maximum aggregate offering price has been estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

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

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including any and all prospectus supplements and all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3 (File No. 333-209517), which was filed by the registrant on February 2, 2016 and declared effective on April 26, 2016, and is being filed solely for the purpose of registering an additional \$1,437,859 of the Company's securities.

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Hopewell, State of New Jersey, on the 19th day of October, 2017.

OCEAN POWER TECHNOLOGIES, INC.

By: /s/ George H. Kirby
George H. Kirby
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement 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/ George H. Kirby</u> George H. Kirby	President, Chief Executive Officer and Director (Principal Executive Officer)	October 19, 2017
* <u>Matthew T. Shafer</u>	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	October 19, 2017
* <u>Terence J. Cryan</u>	Chairman of the Board and Director	October 19, 2017
* <u>Dean J. Glover</u>	Vice Chairman of the Board and Director	October 19, 2017
* <u>Robert J. Burger</u>	Director	October 19, 2017
* <u>Steven M. Fludder</u>	Director	October 19, 2017
* <u>Robert K. Winters</u>	Director	October 19, 2017

*By: /s/ George H. Kirby
George H. Kirby
Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
5.1	<u>Opinion of Porter Hedges LLP with respect to legality of the securities, including consent.</u>
23.1	<u>Consent of KPMG LLP.</u>
23.2	<u>Form of Consent of Porter Hedges LLP (included in Exhibit 5.1).</u>
24.1 *	<u>Power of Attorney (contained in signature pages).</u>

* Previously filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-209517) filed on February 12, 2016 and incorporated herein by reference.

October 19, 2017

014660/0007

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

Ladies and Gentlemen:

We have acted as counsel to Ocean Power Technologies, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company of a registration statement on Form S-3 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the "Act"), relating to an aggregate of \$1,437,859 of shares of common stock, par value \$0.001 per share ("Common Stock"), of the Company ("Shares"). The Registration Statement incorporates by reference the Registration Statement on Form S-3 (No. 333-209517), which was filed with the Commission on February 12, 2016 and was declared effective on April 26, 2016, including the prospectus which forms a part of such Registration Statement (the "Prospectus"), as supplemented from time to time by one or more prospectus supplements.

For purposes of the opinions we express below, we have examined the originals or copies, certified or otherwise identified, of: (i) the Certificate of Incorporation and Bylaws, each as amended to date, of the Company; (ii) the Registration Statement; (iii) the Prospectus; and (iv) the corporate records of the Company, including minute books of the Company and resolutions of its board of directors, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as we considered appropriate for purposes of the opinions hereafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. In giving the opinions below, we have assumed that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

Based on the foregoing, and subject to the limitations and qualifications set forth herein, we are of the opinion that the Shares when the board of directors of the Company has taken all necessary corporate actions to authorize the issuance and specific terms of the offering of the Shares, and when the Shares are sold in accordance with the Registration Statement and the Prospectus, then such Shares will be validly issued, fully paid and nonassessable.

The opinions set forth above are limited in all respects to matters of the General Corporation Law of the State of Delaware and applicable federal law.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. We also consent to the references to our Firm under the heading "Legal Matters" in the prospectus included in the Registration Statement. In giving this consent, we do not hereby admit we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Porter Hedges LLP

PORTER HEDGES 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 14, 2017, with respect to the consolidated balance sheets of Ocean Power Technologies, Inc. and subsidiaries as of April 30, 2017, and 2016, 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, 2017 incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report dated July 14, 2017 contains an explanatory paragraph that states that the Company's cash balance, recurring losses from operations, and accumulated deficit raise substantial doubt about the Company's ability to continue as a going concern, as discussed in Note 1(b) to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

/s/ KPMG LLP

Philadelphia, Pennsylvania
October 19, 2017