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

**Form 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**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.)

**28 Engelhard Drive, Suite B**  
**Monroe Township, New Jersey**  
(Address of principal executive offices)

**08831**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

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**Common Stock, \$0.001 par value per share**

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**NYSE American LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. []

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. []

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. []

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

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**Item 1. Description of Registrant's Securities to Be Registered.**

A description of the common stock, \$0.001 par value per share, of Ocean Power Technologies, Inc., a Delaware corporation (the "Registrant"), to be registered hereunder is set forth under the caption "Description of Capital Stock" contained in the Company's Registration Statement on Form S-3, File No. 333-250824, declared effective on December 2, 2020, and is hereby incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the NYSE American LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Ocean Power Technologies, Inc.**

Dated: June 8, 2021

*/s/ George H. Kirby III*

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George H. Kirby III  
President and Chief Executive Officer

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