

**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.)

28 Engelhard Drive, Suite B
Monroe Township, New Jersey
(Address of Principal Executive Offices) (Zip Code)

2015 Omnibus Incentive Plan
(Full title of the plan)

Name, Address and Telephone
Number of Agent for Service:
Matthew T. Shafer
Chief Financial Officer
28 Engelhard Drive, Suite B
Monroe Township, New Jersey
(609) 730-0400

Copy of Communications to:
Robert G. Reedy
Kevin J. Poli
Porter Hedges LLP
1000 Main Street, 36th Floor
Houston, Texas 77002-6336
(713) 226-6674

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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	100,000	\$ 1.96	\$ 196,000	\$ 23.76

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also registers hereunder an indeterminate number of shares of common stock issuable as a result of the anti-dilution provisions of the 2015 Omnibus Incentive Plan (the "Plan").
- (2) Pursuant to Rule 457(c), the registration fee is calculated on the basis of the average of the high and low sale prices for the common stock on the NASDAQ Stock Market on July 18, 2019. Pursuant to General Instruction E to Form S-8, the registration fee is calculated only with respect to additional securities registered under the Plan.



Statement Under General Instruction E — Registration of Additional Securities

This registration statement registers an additional 100,000 shares of our common stock related to the 2015 Omnibus Incentive Plan, as amended, which are the same class as other securities for which registration statements on Form S-8, File Nos. 333-208522 and 333-214316 (the “Prior Registration Statements”), has been previously filed. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Ocean Power Technologies, Inc. 2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company’s Registration Statement on Form S-8, File No. 333-208522, filed with the SEC on December 14, 2015).
4.2	First Amendment to the 2015 Omnibus Incentive Plan (incorporated herein by reference to Annex A to the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on September 2, 2016).
4.3	Second Amendment to the 2015 Omnibus Incentive Plan (incorporated herein by reference to Annex A to the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on October 12, 2018).
*5.1	Opinion of Porter Hedges LLP with respect to the legality of the securities.
*23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
*23.2	Consent of Porter Hedges LLP (included in Exhibit 5.1).
*24.1	Power of Attorney (included on signature page of this registration statement).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Monroe Township, State of New Jersey, on this 22nd day of July, 2019.

OCEAN POWER TECHNOLOGIES, INC.

By: /s/ George H. Kirby III

George H. Kirby III
President and Chief Executive Officer

POWER OF ATTORNEY

We the undersigned officers and directors of Ocean Power Technologies, Inc., hereby, severally constitute and appoint George H. Kirby, Matthew T. Shafer and John Lawrence, each of them singly, our true and lawful attorneys with full power to them and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all pre-effective and post-effective amendments to said registration statement and any subsequent registration statement for the same offering which may be filed under Rule 462(b) and generally to do all such 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, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto or to any subsequent registration statement for the same offering which may be filed under Rule 462(b).

Pursuant to the requirements of the Securities Act of 1933, 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 III</u> George H. Kirby III	President, Chief Executive Officer and Director (Principal Executive Officer)	July 22, 2019
<u>/s/ Matthew T. Shafer</u> Matthew T. Shafer	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	July 22, 2019
<u>/s/ Terence J. Cryan</u> Terence J. Cryan	Chairman of the Board and Director	July 22, 2019
<u>/s/ Dean J. Glover</u> Dean J. Glover	Vice Chairman of the Board and Director	July 22, 2019
<u>/s/ Steven M. Fludder</u> Steven M. Fludder	Director	July 22, 2019
<u>/s/ Robert K. Winters</u> Robert K. Winters	Director	July 22, 2019
<u>/s/ Kristine S. Moore</u> Kristine S. Moore	Director	July 22, 2019

July 22, 2019

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Ocean Power Technologies, Inc.
28 Engelhard Drive, Suite B
Monroe Township, NJ 08831

Ladies and Gentlemen:

We have acted as counsel to Ocean Power Technologies, Inc., a Delaware corporation (the "Company"), in connection with the preparation for filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended. The Registration Statement relates to the registration of 100,000 shares (the "Shares") of the Company's common stock, par value \$.001 per share (the "Common Stock"), issuable pursuant to the Company's 2015 Omnibus Incentive Plan (the "Plan").

We have examined the Plan and such corporate records, documents, instruments and certificates of the Company, and have reviewed such questions of law as we have deemed necessary, relevant or appropriate to enable us to render the opinion expressed herein. In such examination, we have assumed without independent investigation the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons, and the conformity of any documents submitted to us as copies to their respective originals. As to certain questions of fact material to this opinion, we have relied without independent investigation upon statements or certificates of public officials and officers of the Company.

Based upon such examination and review, we are of the opinion that the Shares have been duly and validly authorized and will, upon issuance and delivery as contemplated by the Plan, be validly issued, fully paid and non-assessable outstanding shares of Common Stock.

This Firm consents to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that this Firm is in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion is rendered on the date hereof and we disclaim any duty to advise you regarding any changes in the matters addressed herein.

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 22, 2019, with respect to the consolidated balance sheets of Ocean Power Technologies, Inc. and subsidiaries as of April 30, 2019, and 2018, 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, 2019 incorporated herein by reference.

Our report dated July 22, 2019 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.

Our report on the consolidated financial statements also refers to the Company's adoption of Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers*.

/s/ *KPMG LLP*

Philadelphia, Pennsylvania
July 22, 2019
