

Ocean Power Technologies, Inc.  
Form S-8  
October 22, 2014

**As filed with the Securities and Exchange Commission on October 22, 2014**

**Registration No. 333-\_\_\_\_\_**

**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** **22-2535818**  
(State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification No.)  
Organization)

**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                   |

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration (1) 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.

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(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.

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## **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.**