

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

Post-Effective Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RICHTECH ROBOTICS INC.
(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

**4175 Cameron St Ste 1
Las Vegas, NV**

(Address of Principal Executive Offices)

88-2870106

(IRS Employer
Identification No.)

89103

(Zip Code)

Amended and Restated Richtech Robotics Inc. 2023 Stock Option Plan

(Full Title of the Plan)

**Zhenwu (Wayne) Huang
C/O RICHTECH ROBOTICS INC.
4175 Cameron St Ste 1
Las Vegas, NV 89103**

(Name and address of agent for service)

Tel: (866) 236-3835

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

With copies to:

**Richard I. Anslow, Esq.
Lijia Sanchez, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
Phone: (212) 370-1300
Fax: (212) 370-7889**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Securities Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

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 the Securities Act.

EXPLANATORY NOTE

On December 11, 2023, Richtech Robotics Inc. (the “Registrant,” “we,” “us,” “our,” or similar terminology) filed with the Securities and Exchange Commission (the “Commission”) a Registration Statement on [Form S-8](#) (File No. 333-275975) (the “Registration Statement”) to register an aggregate of 6,000,000 shares of Class B common stock, par value \$0.0001 per share (the “Common Stock”), under the Richtech Robotics Inc. 2023 Stock Option Plan (the “Original Plan”). On September 26, 2024, the board of directors of the Company (the “Board”) and the holders of a majority of the voting power of the outstanding Common Stock of the Company (such holders, the “Majority Stockholders”), adopted resolutions by written consent to approve the Amended and Restated Richtech Robotics Inc. 2023 Stock Option Plan (the “Amended Plan”) solely to increase the number of shares of Class B Common Stock available for issuance under the Original Plan from 6,000,000 shares to 14,311,215 shares, effective as of October 23, 2024.

This Post-Effective Amendment No. 1 to the Registration Statement is being filed principally to register an additional 8,311,215 shares of Common Stock issuable under the Amended Plan. Except to the extent specified herein, the Registration Statement, as originally filed, is not amended or otherwise affected by this Post-Effective Amendment No. 1 and the contents thereof are incorporated by reference herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registration Information and Employee Plan Annual Information.*

- * The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 (Plan Information and Registration Information and Employee Plan Annual Information) will be sent or given to recipients of the grants under the Plan as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b) of the Securities Act, and will include the address and telephone number to which the request is to be directed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Commission maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including the Registrant. The address for the Commission’s website is “<http://www.sec.gov>.” The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended September 30, 2023, filed on January 11, 2024, as amended on [Form 10-K/A](#) on March 27, 2024;
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended December 31, 2023, March 31, 2024 and June 30, 2024, filed on [February 14, 2024](#), [May 15, 2024](#) and [August 15, 2024](#), respectively;
- (b) The Registrant’s Current Reports on Form 8-K filed on [November 22, 2023](#), [December 29, 2023](#), [February 21, 2024](#) (as amended on [March 15, 2024](#)), [March 15, 2024](#)), [March 22, 2024](#), [April 23, 2024](#), [September 5, 2024](#), [October 22, 2024](#) and [October 31, 2024](#), respectively; and
- (b) The description of the Registrant’s Common Stock, incorporated by reference in the Registrant’s registration statement on [Form 8-A](#) filed (Registration No. 001-41866) with the Commission on November 13, 2023, and any amendment or report filed for the purpose of updating such description.

Except to the extent such information is deemed furnished and not filed pursuant to securities laws and regulations, all documents that we file with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act and, to the extent specifically designated therein, reports on Form 8-K furnished by the Registrant to the Commission, in each case, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement (that indicates that all securities offered under this Registration Statement have been sold or that 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 filing of such documents.

Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for 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 such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company's Second Amended and Restated Articles of Incorporation and Amended and Restated Bylaws limit the directors' liability and may indemnify directors and officers to the fullest extent permitted under the NRS 78.7502-NRS 78.751.

Nevada law, NRS 78.138, provides that the Company's directors and officers will not be personally liable to us, our stockholders or our creditors for damages for any act or omission in his or her capacity as a director or officer other than in circumstances where the director or officer breaches his or her fiduciary duty to us or our stockholders and such breach involves intentional misconduct, fraud or a knowing violation of law and the trier of fact determines that the presumption that he or she acted in good faith, on an informed basis and with a view to the interests of the corporation has been rebutted, or with respect to payment of dividends in violation of the NRS. While Nevada law allows the articles of incorporation of a corporation to provide for greater liability of the corporation's directors and officers, our second amended and restated articles of incorporation does not provide for greater liability of our officers and directors than is provided under Nevada law.

Nevada law allows a corporation to indemnify officers and directors for actions pursuant to which a director or officer either would not be liable pursuant to the limitation of liability provisions of Nevada law or where he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to our best interests, and, in the case of an action not by or in the right of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

As permitted by Nevada law or our second amended and restated articles of incorporation, our second amended and restated bylaws (a) include provisions that eliminate the personal liability of our directors or officers for damages resulting from certain breaches of fiduciary duties as a director or officer; (b) require the Company to indemnify and hold harmless any officer or director against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the indemnitee in connection with any threatened, pending, or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the company), whether civil, criminal, administrative, or investigative; and (c) require us to advance expenses of the indemnitee as such expenses are incurred upon receipt of an undertaking by or on behalf of the indemnitee to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Company.

The effect of these provisions is to restrict our rights and the rights of our stockholders in derivative suits to recover damages against a director or officer for breach of fiduciary duties as a director or officer. In addition, the Company pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

These limitations of liability do not apply to liabilities arising under federal securities laws and do not affect the availability of equitable remedies such as injunctive relief or recession.

We have obtained a directors' and officers' insurance policy pursuant to which our directors and officers are insured against liability for actions taken in their capacities as directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to that information in the Registration Statement

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for the purposes of determining liability under the Securities Act of, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be in the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	<u>Specimen Class B Common Stock Certificate (Incorporated herein by reference to Exhibit 4.1 filed with our Registration Statement on Form S-1 (File No. 333-273628), as amended, initially filed with the Commission on August 3, 2023)</u>
4.2	<u>Second Amended and Restated Articles of Incorporation (Incorporated herein by reference to Exhibit 3.1 filed with our Current Report on Form 8-K filed with the Commission on November 22, 2023)</u>
4.3	<u>Amended and Restated Bylaws (Incorporated herein by reference to Exhibit 3.2 filed with our Current Report on Form 8-K filed with the Commission on November 22, 2023)</u>
5.1	<u>Opinion of Fennemore Craig, P.C.</u>
23.1	<u>Consent of Bush & Associates CPA, Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Fennemore Craig, P.C. (included in Exhibits 5.1)</u>
24.1	<u>Powers of Attorney (included on the signature page of this Registration Statement)</u>
99.1	<u>Amended and Restated Richtech Robotics Inc. 2023 Stock Option Plan (Incorporated herein by reference to Appendix A of our Information Statement on Schedule 14C, filed with the Commission on October 2, 2024)</u>
99.2	<u>Form of Stock Option Agreement (Incorporated herein by reference to Exhibit 10.7 filed with our Registration Statement on Form S-1 (File No. 333-273628), as amended, initially filed with the Commission on August 3, 2023)</u>
99.3	<u>Form of Stock Purchase Agreement (Incorporated herein by reference to Exhibit 10.8 filed with our Registration Statement on Form S-1 (File No. 333-273628), as amended, initially filed with the Commission on August 3, 2023)</u>

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 Las Vegas, Nevada on November 7, 2024.

Richtech Robotics Inc.

By: /s/ Zhenwu Huang
Name: Zhenwu Huang
Title: Chief Executive Officer

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Zhenwu Huang, as his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement (including post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933 as amended) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, the following persons in the capacities and on the dates indicated have signed this Registration Statement on Form S-8.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Zhenwu Huang</u> Zhenwu Huang	Chairman and Chief Executive Officer <i>(Principal Executive Officer)</i>	November 7, 2024
<u>/s/ Zhenqiang Huang</u> Zhenqiang Huang	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 7, 2024
<u>/s/ Phil Zheng</u> Phil Zheng	Chief Operating Officer	November 7, 2024
<u>/s/ Matthew Casella</u> Matthew Casella	President	November 7, 2024
<u>/s/ John Shigley</u> John Shigley	Director	November 7, 2024
<u>/s/ Stephen Markscheid</u> Stephen Markscheid	Director	November 7, 2024
<u>/s/ Saul Factor</u> Saul Factor	Director	November 7, 2024

November 7, 2024

Richtech Robotics Inc.
4175 Cameron Street, Suite 1
Las Vegas, Nevada 89103

Re: Richtech Robotics Inc./Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special Nevada counsel to Richtech Robotics, Inc., a Nevada corporation (the “Company”), in connection with the registration by the Company of 14,311,215 shares (the “Shares”) of its common stock, \$0.0001 par value (the “Common Stock”) that have or may be issued pursuant to the Company’s Amended and Restated 2023 Stock Option Plan (the “Amended Plan”) on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (“Securities Act”), as filed with the Securities and Exchange Commission (“Commission”).

For purposes of these opinions, we have examined originals or copies of:

- (a) the Registration Statement;
- (b) the Amended Plan;
- (c) certain actions of the Board of Directors and stockholders of the Company relating to the adoption of the Plan and such other matters as relevant.

We have obtained from officers and agents of the Company and from public officials, and have relied upon, such certificates, representations, and assurances as we have deemed necessary and appropriate for purposes of rendering this opinion letter. We have also examined such corporate charter documents, records, certificates, and instruments (collectively with the documents identified in (a) through (c) above, the “Documents”) as we deem necessary or advisable to render the opinions set forth herein.

In our examination we have assumed:

- (a) the legal capacity and competency of all natural persons executing the Documents;
 - (b) the genuineness of all signatures on the Documents;
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(c) the authenticity of all Documents submitted to us as originals, and the conformity to original documents of all Documents submitted to us as copies;

(d) that the parties to such Documents, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder;

(e) that such Documents are enforceable in accordance with their terms with respect to all parties thereto;

(f) that at the time of issuance of any Shares, the Company validly exists and is duly qualified and in good standing under the laws of Nevada; and

(g) other than with respect to the Company, the due authorization by all requisite action, corporate or other, of the execution and delivery by all parties of the Documents.

We have relied upon the accuracy and completeness of the information, factual matters, representations, and warranties contained in such documents.

In rendering the opinions set forth below, we have also assumed that:

(a) at or prior to the time of issuance and delivery, the Shares will be registered by the transfer agent and registrar of such Shares;

(b) the Company will keep reserved a sufficient number of shares of its Common Stock to satisfy its obligations for issuances of Shares under the Plan;

(c) upon issuance of any of the Shares, the total number of shares of the Company's Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under its charter documents; and

(d) each stock grant, stock option, or other security exercisable or exchangeable for a Share under the Plan has been, or will be, duly authorized, validly granted, and duly exercised or exchanged in accordance with the terms of the Plan, at the time of any grant of a Share or exercise of such stock option or other security under the Plan.

Based on the foregoing and in reliance thereon, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

(a) the Shares that have been or may be issued under the Plan are duly authorized shares of the Company's Common Stock; and

November 7, 2024

Page 3

(b) if, as, and when issued against receipt of the consideration therefor in accordance with the provisions of the Plan and in accordance with the Registration Statement, the Shares will be validly issued, fully paid, and nonassessable.

The opinions expressed herein are limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or any changes in applicable law that may come to our attention after the date the Registration Statement is declared effective.

While certain members of this firm are admitted to practice in certain jurisdictions other than Nevada, in rendering the foregoing opinions we have not examined the laws of any jurisdiction other than Nevada. Accordingly, the opinions we express herein are limited to matters involving the laws of the State of Nevada (other than the securities laws and regulations of the State of Nevada, as to which we express no opinion). We express no opinion regarding the effect of the laws of any other jurisdiction or state, including any securities laws related to the issuance and sale of the Shares.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and we consent to the reference of our name under the caption "Legal Matters" in the Prospectus forming a part of the Registration Statement. In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Fennemore Craig, P.C.

FENNEMORE CRAIG, P.C.

tmor/cdol



To Whom It May Concern:

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated January 4, 2024, relating to the consolidated financial statements of Richtech Robotics, Inc. appearing in the entity's Annual Report on Form 10-K for the year ended September 30, 2023.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

Very truly yours,

/s/ Bush & Associates CPA LLC
Bush & Associates CPA LLC (PCAOB 6797)
Henderson, Nevada
November 7, 2024