

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

FORM S-1
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)

3569

(Primary Standard Industrial
Classification Code Number)

88-2870106

(I.R.S. Employer
Identification Number)

**4175 Cameron St Ste 1
Las Vegas, NV 89103
(866) 236-3835**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Zhenwu (Wayne) Huang
C/O RICHTECH ROBOTICS INC.
4175 Cameron St Ste 1
Las Vegas, NV 89103
(866) 236-3835**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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

**Rick A. Werner, Esq.
Alok A. Choksi, Esq.
Haynes and Boone, LLP
30 Rockefeller Plaza
26th Floor
New York, New York 10112
Tel: (212) 659-7300**

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.

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. **333-281789**

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, 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 Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" 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.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed by Richtech Robotics Inc., a Nevada corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1 (File No. 333-281789), initially filed by the Registrant on August 27, 2024 and declared effective by the Securities and Exchange Commission on August 29, 2024 (the “Prior Registration Statement”).

This Registration Statement covers the registration of up to an aggregate of \$1,087,502.30 in additional (i) shares of the Registrant’s Class B common stock, par value \$0.0001 per share (the “Class B common stock”), (ii) pre-funded warrants to purchase shares of Class B common stock, (iii) warrants to purchase shares of Class B common stock, (iv) placement agent warrants to purchase shares of Class B common stock, and (v) shares of Class B common stock underlying pre-funded warrants, warrants, and placement agent warrants. The additional aggregate offering price of the securities that are being registered for sale are at a price that represents no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 to the Prior Registration Statement.

The required opinions of counsel and related consents and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-281789) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Fennemore Craig, P.C.
5.2	Opinion of Ellenoff Grossman & Schole LLP.
23.1	Consent of Bush & Associates CPA.
23.2	Consent of Fennemore Craig, P.C. (included in Exhibit 5.1).
23.3	Consent of Ellenoff Grossman & Schole LLP. (included in Exhibit 5.2).
107	Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 29th day of August, 2024.

RICHTECH ROBOTICS INC.

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

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 date indicated:

Signature	Title	Date
<u>/s/ Zhenwu Huang</u> Zhenwu Huang	Chief Executive Officer and Director (Principal Executive Officer)	August 29, 2024
* <u>Zhenqiang Huang</u>	Chief Financial Officer and Director (Principal Financial And Accounting Officer)	August 29, 2024
* <u>Phil Zheng</u>	Chief Operating Officer	August 29, 2024
* <u>Matthew Casella</u>	President	August 29, 2024
* <u>John Shigley</u>	Director	August 29, 2024
* <u>Stephen Markscheid</u>	Director	August 29, 2024
* <u>Saul Factor</u>	Director	August 29, 2024
*By <u>/s/ Zhenwu Huang</u> Zhenwu Huang Attorney-in-fact		



9275 W. Russell Road, Suite 240
Las Vegas, Nevada 89148
PH (702) 692-8026 | FX (702) 692-8075
fennemorelaw.com

August 29, 2024

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

Re: Richtech Robotics Inc./Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special Nevada counsel to Richtech Robotics Inc., a Nevada corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission ("Commission") of a Registration Statement on Form S-1 (the "462(b) Registration Statement"), pursuant to which the Company is registering under the Securities Act of 1933, as amended (the "Securities Act"), the sale of additional securities consisting of the following: (a) up to 740,742 shares (the "Shares") of the Company's Class B Common Stock, par value \$0.0001 per share (the "Common Stock"); (b) pre-funded warrants (the "Pre-Funded Warrants") to purchase up to 740,742 shares of Common Stock (the "Pre-Funded Warrant Shares") with an exercise price equal to \$0.00001 per share; (c) warrants (the "Warrants") to purchase up to 740,742 shares of Common Stock (the "Warrant Shares") with an exercise price per share to be determined; and (d) warrants (the "Placement Agent Warrants") to purchase up to 51,851 shares of Common Stock (the "Placement Agent Warrant Shares"). Each Share and each Pre-Funded Warrant is being sold together with a Warrant to purchase one share of Common Stock. The Shares, the Pre-Funded Warrants, the Pre-Funded Warrant Shares, the Warrants, the Warrant Shares, the Placement Agent Warrants, and the Placement Agent Warrant Shares are collectively referred to herein as the "Securities." The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No.333-281789) (the "Registration Statement and together with the 462(b) Registration Statement, the "Registration Statements"), initially filed by the Company with the Commission on August 27, 2024, and declared effective by the Commission on August 29, 2024.

The Placement Agent Warrants are being issued pursuant to are the terms of that certain Engagement Letter Agreement, dated August 4, 2024 (the "Engagement Agreement"), by and between the Company and Rodman & Renshaw LLC (the "Placement Agent"), and the Shares, the Pre-Funded Warrants, and the Warrants are being offered pursuant to the terms of a Securities Purchase Agreement (the "Securities Purchase Agreement") to be entered into between the Company and the purchasers thereto. The Placement Agent is acting as the placement agent on behalf of the Company on a best efforts basis. The Securities are being registered under the 462(b) Registration Statement.

For purposes of these opinions, we have examined originals or copies, certified or otherwise identified to our satisfaction, of:

- (a) the Registration Statement;
- (b) the 462(b) Registration Statement;
- (c) the Second Amended and Restated Articles of Incorporation of the Company as filed with the Secretary of State of Nevada on November 17, 2023;
- (d) the Second Amended and Restated Bylaws of the Company adopted effective as of January 8, 2024;
- (e) form of Pre-Funded Warrant;
- (f) form of Warrant;
- (g) form of Placement Agent Warrant;
- (h) form of Securities Purchase Agreement;
- (i) the Engagement Agreement; and
- (j) certain resolutions and actions of the Board of Directors of the Company relating to the issuance of the Securities and registration of the Securities under the Securities Act, 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 other corporate documents, records, certificates, and instruments (collectively with the documents identified in (a) through (i) 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 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) other than with respect to the Company, the due authorization by all requisite action, corporate or other, of the Documents;
- (f) the execution, delivery, and performance by all parties of the Documents; and
- (g) that all Documents are valid, binding, and enforceable against the parties thereto.

We have relied upon the accuracy and completeness of the information, factual matters, representations, and warranties contained in such Documents. We note that the Company has reserved, and assume that it will continue to reserve, sufficient authorized shares of its Common Stock to allow for the issuance of its shares of Common Stock upon sale of the Shares and exercise of the Pre-Funded Warrants, the Warrants, and the Placement Agent Warrants.

The opinions expressed below 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 for purposes of delivering these opinions expressed herein or any changes in applicable law that may come to our attention after the date the 462(b) Registration Statement becomes effective under the Securities Act.

On the basis of 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 have been duly authorized, and when issued against payment in accordance with the terms of the Securities Purchase Agreement, will be validly issued, fully paid, and nonassessable;
 - (b) the Pre-Funded Warrant Shares have been duly authorized, and when issued upon exercise of the Pre-Funded Warrants in accordance with the terms thereof, will be validly issued, fully paid, and non-assessable;
 - (c) the Warrant Shares have been duly authorized, and when issued upon exercise of the Warrants in accordance with the terms thereof, will be validly issued, fully paid, and non-assessable; and
 - (d) the Placement Agent Warrant Shares have been duly authorized, and when issued upon exercise of the Placement Agent Warrant in accordance with the terms thereof, will be validly issued, fully paid, and non-assessable.
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Richtech Robotics Inc.
August 29, 2024
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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, we express no opinion regarding the effect of the laws of any other jurisdiction or state, including any federal laws. The opinions we express herein are limited solely to 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 hereby consent to the filing of this opinion as an exhibit to the 462(b) 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

ELLENOFF GROSSMAN & SCHOLE LLP
1345 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10105
TELEPHONE: (212) 370-1300
FACSIMILE: (212) 370-7889
www.egslp.com

August 29, 2024

Richtech Robotics Inc.
4175 Cameron St Ste 1
Las Vegas, NV 8910

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Richtech Robotics Inc., a Nevada corporation (the “**Company**”), in connection with the preparation and filing with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement on Form S-1 (the “**462(b) Registration Statement**”), pursuant to which the Company is registering under the Securities Act of 1933, as amended (the “**Securities Act**”), the sale of additional securities consisting of the following: (i) up to an aggregate of 740,742 shares (the “**Offering Shares**”) of Class B common stock, par value \$0.0001 per share (the “**Common Stock**”); (ii) pre-funded warrants in lieu of Offering Shares (the “**Pre-Funded Warrants**”) to purchase up to an aggregate of 740,742 shares of Common Stock; (iii) warrants to purchase up to an aggregate of 740,742 shares of Common Stock (the “**Common Warrants**”); (iv) warrants (the “**Placement Agent Warrants**”) and, together with the Pre-Funded Warrants and the Common Warrants, the “**Warrants**”) to purchase up to an aggregate of 51,851 shares of Common Stock to be issued by the Company to Rodman & Renshaw LLC (the “**Placement Agent**”), or its designees, as compensation for its services pursuant to an engagement letter entered into by and between the Company and the Placement Agent, dated as of August 4, 2024 (the “**Engagement Letter**”); and (v) up to an aggregate of 1,533,335 shares of Common Stock issuable upon exercise of the Warrants. The 462(b) Registration Statement relates to the Company’s Registration Statement on Form S-1, as amended (File No. 333-281789) (the “**Registration Statement**”), initially filed by the Company with the Commission on August 27, 2024 and declared effective by the Commission on August 29, 2024.

The Offering Shares, the Pre-Funded Warrants and the Common Warrants will be sold by the Company pursuant to a securities purchase agreement to be entered into by and between the Company and the purchasers to be named therein (the “**Purchase Agreement**”). The securities are to be offered and sold in the manner described in the Registration Statement and 462(b) Registration Statement and the related prospectuses included therein.

In connection with this opinion, we have examined instruments, documents, certificates and records which we have deemed relevant and necessary for the basis of our opinion hereinafter expressed including (1) the Registration Statement and 462(b) Registration Statement, including the exhibits thereto, (2) the Company’s Articles of Incorporation, as amended to date, (3) the Company’s Second Amended and Restated Articles of Incorporation and Second Amended and Restated Bylaws, (4) certain resolutions or unanimous written consents to action of the Board of Directors of the Company, (5) the Engagement Letter, (6) the Purchase Agreement, (7) the Warrants, and (8) such other documents, corporate records, and instruments as we have deemed necessary for purposes of rendering the opinions set forth herein. As to certain factual matters, we have relied upon certificates of the officers of the Company and have not sought to independently verify such matters. In such examination, we have assumed (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; (c) the truth, accuracy, and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed; (d) the Registration Statement and 462(b) Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective under the Securities Act; and (e) the Warrants will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and 462(b) Registration Statement.

We express no opinion as to the laws, rules or regulations of any jurisdiction, other than the laws of the State of New York.

Based upon and subject to the foregoing, we are of the opinion that:

(i) Pre-Funded Warrants. The Pre-Funded Warrants, when executed and delivered by the Company in accordance with and in the manner described in the 462(b) Registration Statement, the Purchase Agreement and the Pre-Funded Warrants, will be legally binding obligations of the Company enforceable in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Pre-Funded Warrants; and (e) we have assumed the exercise price of the Pre-Funded Warrants will not be adjusted to an amount below the par value per share of the Common Stock.

(ii) Common Warrants. The Common Warrants, when executed and delivered by the Company in accordance with and in the manner described in the 462(b) Registration Statement, the Purchase Agreement and the Common Warrants, will be legally binding obligations of the Company enforceable in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Common Warrants; and (e) we have assumed the exercise price of the Common Warrants will not be adjusted to an amount below the par value per share of the Common Stock.

(iii) Placement Agent Warrants. The Placement Agent Warrants, when executed and delivered by the Company in accordance with and in the manner described in the 462(b) Registration Statement, the Engagement Letter and the Placement Agent Warrants, will be a legally binding obligation of the Company enforceable in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Placement Agent Warrants; and (e) we have assumed the exercise price of the Placement Agent Warrants will not be adjusted to an amount below the par value per share of the Common Stock.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the SEC thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Yours truly,

/s/ Ellenoff Grossman & Schole LLP



Bush & Associates CPA

To Whom It May Concern:

We hereby consent to the incorporation by reference into the Registration Statement on Form S-1 (File no. 333-281789) and into any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, of our Report of Independent Registered Public Accounting Firm, dated January 4, 2024, on the balance sheet of Richtech Robotics Inc. as of September 30, 2023, and the related statements of operations, changes in stockholder's equity, and cash flows for the year then ended.

We also consent to the references to us under the headings "Experts" in such Registration Statement.

Very truly yours,

/s/ Bush & Associates CPA LLC
Bush & Associates CPA LLC (PCAOB 6797)
Henderson, Nevada
August 29, 2024

Calculation of Filing Fee Table

Form S-1
(Form Type)Richtech Robotics Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Equity	Class B Common Stock	457(o)	-	-	\$ 1,000,002.15 ⁽³⁾	0.00014760	\$ 147.60	-	-	-	-
	Other	Pre-funded Warrants to purchase Class B Common Stock ⁽³⁾	457(g)	-	-	(3)	-	(3) ⁽⁴⁾	-	-	-	-
	Equity	Class B Common Stock underlying the Pre-Funded Warrants ⁽³⁾	457(o)	-	-	-	-	(3)	-	-	-	-
	Other	Warrants to purchase Class B Common Stock	457(g)	-	-	-	-	(4)	-	-	-	-
	Equity	Class B Common Stock underlying the Warrants	457(o)	-	-	\$ 1,000,002.15	0.00014760	\$ 147.60	-	-	-	-
	Other	Placement Agent Warrants to purchase Class A Common Stock	457(g)	-	-	-	-	(4)	-	-	-	-
	Equity	Class A Common Stock underlying the Placement Agent Warrants	457(o)	-	-	\$ 87,500.15 ⁽⁵⁾	0.00014760	\$ 12.92	-	-	-	-
Fees Previously Paid	-	-	-	-	-	-	-	-	-	-	-	-
Carry Forward Securities												
Carry Forward Securities	-	-	-	-	-	-	-	-	-	-	-	-
	Total Offering Amounts							\$	308.12			
	Total Fees Previously Paid								0			
	Total Fee Offsets								-			
	Net Fee Due							\$	<u>308.12</u>			

(1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").

(2) Pursuant to Rule 416(a) of the Securities Act there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(3) The proposed maximum aggregate offering price of the Class B common stock to be issued in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any pre-funded warrants issued in the offering, and the proposed maximum aggregate offering price of the pre-funded warrants to be issued in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Class B common stock issued in the offering. Accordingly, the proposed maximum aggregate offering price of the additional shares of Class B common stock and pre-funded warrants (including the Class B common stock issuable upon exercise of the pre-funded warrants), if any, is \$1,000,002.15.

(4) No separate registration fee is payable pursuant to Rule 457(g) under the Securities Act.

(5) As estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act, the proposed maximum aggregate offering price of the shares of Class B common stock underlying the additional placement agent warrants is \$87,500.15, which is equal to 7.0% of the proposed maximum aggregate offering price of the additional shares of Class B common stock to be sold in the offering, at an exercise price equal to 125% of the combined public offering price per share of Class B common stock and accompanying warrant.