

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**RESONANT INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**45-4320930**

(I.R.S. Employer Identification No.)

**175 Cremona Drive, Suite 200**

**Goleta, California**

(Address of principal executive offices)

**93117**

(Zip Code)

**Resonant Inc.  
Amended and Restated 2014 Omnibus Incentive Plan**

(Full title of the plan)

**George B. Holmes**

**Chief Executive Officer**

**Resonant Inc.**

**175 Cremona Drive, Suite 200**

**Goleta, California 93117**

(Name and address of agent for service)

**(805) 308-9803**

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

Copies to:

**John McIlvery, Esq.**

**Stubbs Alderton & Markiles, LLP**

**15260 Ventura Boulevard, 20<sup>th</sup> Floor**

**Sherman Oaks, CA 91403**

**(818) 444-4500**

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   
Non-accelerated filer

Smaller reporting company   
Accelerated filer   
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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount To Be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount Of Registration Fee
Common Stock, par value \$0.001 per share	5,000,000 <sup>(3)</sup>	\$2.57	\$12,850,000	\$1,667.93

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, based on a per share price of \$2.57, the average of the high and low reported sales prices of the Registrant's common stock on the NASDAQ Capital Market on June 15, 2020.

(3) Represents 5,000,000 shares reserved for issuance under the Amended and Restated 2014 Omnibus Incentive Plan.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Resonant Inc., a Delaware corporation (the “*Registrant*”), relating to 5,000,000 shares of its common stock, par value \$0.001 per share (the “*Common Stock*”), issuable under the Resonant Inc. Amended and Restated 2014 Omnibus Incentive Plan (the “*Plan*”), which Common Stock is in addition to the 1,400,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on May 29, 2014 (Registration No. 333-196344), the 1,300,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 7, 2016 (Registration No. 333-211893), the 3,250,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 7, 2017 (Registration No. 333-218542), and the 4,000,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 13, 2019 (Registration No. 333-232094) (the “*Prior Registration Statements*”).

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents, which previously have been filed by the Registrant with the Securities and Exchange Commission (the “*Commission*”) pursuant to the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated by reference herein and shall be deemed to be a part hereof:

- [our Annual Report on Form 10-K for our fiscal year ended December 31, 2019 \(filed on March 13, 2020\);](#)
- [our Quarterly Report on Form 10-Q for our fiscal quarter ended March 31, 2020 \(filed on May 7, 2020\);](#)
- our Current Reports on Form 8-K, dated [February 6, 2020 \(filed on February 7, 2020\)](#); dated [February 10, 2020 \(filed on February 12, 2020\)](#); dated [February 12, 2020 \(filed on February 14, 2020\)](#); dated [March 17, 2020 \(filed on March 18, 2020\)](#); and dated [June 9, 2020 \(filed on June 10, 2020\)](#); and
- [the description of our common stock contained in our registration statement on Form 8-A, as filed with the SEC on May 27, 2014, including any amendments or reports filed for the purpose of updating such description.](#)

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after 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 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; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document 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 subsequently filed document which also 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. The Registrant’s file number with the Commission is No. 001-36467.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Exhibit	Filing Date	
5.1	<a href="#">Opinion of Stubbs Alderton &amp; Markiles, LLP</a>					X
10.1	<a href="#">Registrant's Amended and Restated 2014 Omnibus Incentive Plan</a>	S-1/A	333-193552	10.2	4/11/2014	
10.2	<a href="#">Amendment No. 1 to the Resonant Inc Amended and Restated 2014 Omnibus Incentive Plan</a>	S-8	333-211893	10.1	6/7/2016	
10.3	<a href="#">Amendment No. 2 to the Resonant Inc Amended and Restated 2014 Omnibus Incentive Plan</a>	S-8	333-218542	10.3	6/7/2017	
10.4	<a href="#">Amendment No. 3 to the Resonant Inc Amended and Restated 2014 Omnibus Incentive Plan</a>	8-K	001-36467	10.1	6/12/2019	
10.5	<a href="#">Amendment No. 4 to the Resonant Inc Amended and Restated 2014 Omnibus Incentive Plan</a>	8-K	001-36467	10.1	6/10/2020	
23.1	<a href="#">Consent of Stubbs Alderton &amp; Markiles, LLP (included in Exhibit 5.1)</a>					X
23.2	<a href="#">Consent of Crowe LLP</a>					X
24.1	<a href="#">Power of Attorney (included on signature page)</a>					X

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 City of Goleta, State of California, on June 19, 2020.

### RESONANT INC. (Registrant)

By: /s/ Martin S. McDermut  
Martin S. McDermut  
Chief Financial Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints George B. Holmes and Martin S. McDermut, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of 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 attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, 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 agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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 stated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George B. Holmes</u> George B. Holmes	Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>	June 19, 2020
<u>/s/ Martin S. McDermut</u> Martin S. McDermut	Chief Financial Officer and Secretary <i>(Principal Financial and Accounting Officer)</i>	June 19, 2020
<u>/s/ Ruben Caballero</u> Ruben Caballero	Director	June 19, 2020
<u>/s/ Michael J. Fox</u> Michael J. Fox	Lead Independent Director	June 19, 2020
<u>/s/ Alan Howe</u> Alan Howe	Director	June 19, 2020
<u>/s/ Joshua Jacobs</u> Joshua Jacobs	Director	June 19, 2020
<u>/s/ Jack Jacobs</u> Jack Jacobs	Director	June 19, 2020
<u>/s/ Jean Rankin</u> Jean Rankin	Director	June 19, 2020
<u>/s/ Robert Tirva</u> Robert Tirva	Director	June 19, 2020

June 19, 2020

Resonant Inc.  
175 Cremona Drive, Suite 200  
Goleta, California 93117

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to which this letter is attached as Exhibit 5.1 filed by Resonant Inc., a Delaware corporation (the "**Company**"), in order to register under the Securities Act of 1933, as amended (the "**Act**"), 5,000,000 shares of common stock of the Company (the "**Shares**"), issuable pursuant to the Company's Amended and Restated 2014 Omnibus Incentive Plan, as amended (the "**2014 Plan**").

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

We are of the opinion that the Shares have been duly authorized and upon issuance and sale in conformity with and pursuant to the 2014 Plan, and following receipt by the Company of the consideration therefor, the Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an Exhibit to the Registration Statement.

Sincerely,

/s/ Stubbs Alderton & Markiles, LLP

Stubbs Alderton & Markiles, LLP

15260 Ventura Boulevard, 20<sup>th</sup> Floor  
Sherman Oaks, California 91403  
main > 818.444.4500

1316 3<sup>rd</sup> Street Promenade, Suite 107  
Santa Monica, California 90401  
main > 310.746.9800

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Resonant Inc. of our report dated March 12, 2020 relating to the consolidated financial statements, and the effectiveness of Resonant Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Resonant Inc. for the year ended December 31, 2019.

/s/ Crowe LLP

Sherman Oaks, California  
June 19, 2020

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