

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

**FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

RESONANT INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction of
incorporation or organization)

45-4320930
(I.R.S. Employer
Identification No.)

**175 Cremona Drive, Suite 200
Goleta, California 93117
(805) 308-9803**

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

**George B. Holmes
Chief Executive Officer
Resonant Inc.
175 Cremona Drive, Suite 200
Goleta, California 93117
(805) 308-9803**

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

Copy to:

John J. McIlvery, Esq.
Stubbs Alderton & Markiles, LLP
15260 Ventura Boulevard, 20th Floor
Sherman Oaks, California 91403
(818) 444-4500

Approximate date of commencement of proposed sale to the public: FROM TIME TO TIME AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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. (File No. 333-228353)

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 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

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.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price (1)(2)	Amount of registration fee (3)
Common Stock, par value \$0.001 per share	\$ 3,750,001	\$ 486.75

- (1) Represents the additional number of shares of common stock being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-3 (File No. 333-228353).
- (2) The Registrant previously registered common stock, preferred stock, warrants, units and debt securities with a proposed maximum aggregate offering price \$50,000,000 on a Registration Statement on Form S-3 (File No. 333-228353), which was declared effective by the Securities and Exchange Commission on November 29, 2018 (the "Prior Registration Statement"), and paid a fee of \$6,060 in connection therewith. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Prior Registration Statement is hereby registered.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

This 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 AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Resonant Inc. (“Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form [S-3 \(File No. 333-228353\) \(the “Prior Registration Statement”\)](#), [which the Commission declared effective on November 29, 2018](#).

This Registration Statement is being filed solely for the purpose of registering additional shares of common stock, par value \$0.001 per share, of the Registrant with a maximum aggregate offering price of \$3,750,001. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the proposed maximum aggregate offering price of the remaining securities eligible to be sold under the Prior Registration Statement.

The required opinion and consents are listed on the exhibit index and filed with this filing.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	File Number	Exhibit	
5.1	Opinion of Stubbs Alderton & Markiles, LLP				X
23.1	Consent of Crowe LLP				X
23.2	Consent of Stubbs Alderton & Markiles, LLP (included in Exhibit 5.1)				X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 August 14, 2020.

RESONANT INC.

By: /s/ Martin S. McDermut
Martin S. McDermut
Chief Financial 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 dates stated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George Holmes</u> George Holmes	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 14, 2020
<u>/s/ Martin S. McDermut</u> Martin S. McDermut	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	August 14, 2020
<u>/s/ Ruben Caballero</u> Ruben Caballero	Director	August 14, 2020
<u>*</u> Michael Fox	Lead Independent Director	August 14, 2020
<u>*</u> Alan Howe	Director	August 14, 2020
<u>*</u> Joshua Jacobs	Director	August 14, 2020
<u>*</u> Jack Jacobs	Director	August 14, 2020
<u>*</u> Jean Rankin	Director	August 14, 2020
<u>*</u> Robert Tirva	Director	August 14, 2020

* By: /s/ George Homes
George Holmes
As Attorney-in-Fact



August 14, 2020

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

Ladies and Gentlemen:

We have acted as counsel to Resonant Inc., a Delaware corporation (the “**Company**”), in connection with the Registration Statement on Form S-3 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) pursuant to Rule 462(b) of the Rules and Regulations of the Securities Act of 1933, as amended (the “**Securities Act**”), for the registration under the Securities Act of shares of the Company’s common stock, par value \$0.001 per share, with an aggregate offering price of up to \$3,750,001 (the “**Shares**”). The Registration Statement incorporates by reference the registration statement on Form S-3 (File No. 333-228353), which was declared effective by the Commission on November 29, 2018 (the “**Prior Registration Statement**”), including the prospectus and any prospectus supplement which forms a part of the Prior Registration Statement (collectively, the “**Prospectus**”).

We understand that the Shares are to be sold by the Company as described in the Prospectus and in accordance with an At-The-Market Equity Offering Sales Agreement to be entered into between the Company and Stifel, Nicolaus & Company, Incorporated, substantially in the form attached as an exhibit to a Current Report on Form 8-K to be filed on or about August 14, 2020 by the Company with the Commission for incorporation by reference into the Registration Statement and the Prior Registration Statement (the “**Sales Agreement**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company’s Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect, (c) the Sales Agreement, and (d) the originals, or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon certificates of the officers of the Company and have not independently sought to verify such matters.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

We have assumed (i) that the specific sale of Shares pursuant to the Sales Agreement will be duly authorized by the Board of Directors of the Company, a duly authorized committee thereof or a person or body pursuant to an authorization granted in accordance with Section 152 of the General

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Corporation Law of the State of Delaware (the “**DGCL**”) and (ii) that no more than 25,000,000 Shares will be sold pursuant to the Sales Agreement.

Our opinion herein is expressed solely with respect to the federal laws of the United States and the DGCL. Our opinion is based on these laws as in effect on the date hereof. We express no opinion as to whether the laws of any jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that the Shares have been duly authorized for issuance and, when issued and paid for in accordance with the terms and conditions of the Sales Agreement, the Shares will be validly issued, fully paid and nonassessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect and may not be used, quoted or relied upon for any other purpose nor may this opinion be furnished to, quoted to or relied upon by any other person or entity, for any purpose, without our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Prospectus under the caption “Legal Matters.”

Sincerely,

/s/ Stubbs Alderton & Markiles, LLP

Stubbs Alderton & Markiles, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Resonant Inc., filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 12, 2020 relating to the consolidated financial statements and effectiveness of internal control over financial reporting, appearing in the Annual Report on Form 10-K of Resonant Inc. for the year ended December 31, 2019. We also consent to the reference to us under the heading "Experts" in the Registration Statement No. 333-228353 on Form S-3 of Resonant Inc. incorporated by reference in this Registration Statement.

/s/ Crowe LLP

Sherman Oaks, California
August 14, 2020
