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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ORBSAT CORP.

(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

4813
(Primary Standard Industrial
Classification Code Number)

65-0783722
(I.R.S. Employer
Identification Number)

18851 NE 29th Avenue, Suite 700
Aventura, FL 33180
Telephone: (305) 560-5355
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

David Phipps
Chief Executive Officer
Orbsat Corp
18851 NE 29th Avenue, Suite 700
Aventura, FL 33180
Telephone: (305) 560-5355
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Ralph V. De Martino, Esq.
Schiff Hardin LLP
901 K Street, NW, Suite 700
Washington, DC 20001
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Alexander R. McClean, Esq.
Margaret K Rhoda, Esq.
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, NY 14604
Telephone: (585) 232-6500

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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. ☒ [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) 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. ☒ [X] 333-253027

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 Securities Exchange Act of 1934:

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the 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	Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee
Units consisting of shares of Common Stock, par value \$0.0001 per share, and Warrants to purchase shares of Common Stock, par value \$0.0001 per share	\$ 16,560,000	\$ 1,806.70
Common stock included as part of the Units	\$ -	\$ -
Warrants to purchase shares of common stock included as part of the Units	-	-
Shares of Common Stock issuable upon exercise of the Warrants	\$ 16,560,000	\$ 1,806.70
Underwriters' Warrants	\$ 720,000	\$ 90.33
Common stock underlying the underwriters' warrants		
Total	\$ 33,840,000	\$ 3,703.73

- (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.
- (2) In accordance with Rule 462(b) promulgated 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 securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-253027), as amended, is hereby registered. The registrant previously registered securities with a proposed aggregate offering price of \$28,200,000 on the Registration Statement on Form S-1 (File No. 333-253027), for which a filing fee of \$3,076.62 was previously paid.

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

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the independent registered public accounting firm of Orbsat Corp. ("Company"). This registration statement relates to the Company's registration statement on Form S-1 (File No. 333-253027), as amended, including the exhibits and power of attorney thereto (the "Initial Registration Statement"), initially filed by the Company on February 12, 2021 and declared effective by the Securities and Exchange Commission (the "Commission") on May 27, 2021. The Company is filing this registration statement for the sole purpose of increasing the proposed maximum aggregate offering price of the Units in the offering subject of the Initial Registration Statement. Pursuant to Rule 462(b), the contents of the Initial Registration Statement are incorporated by reference into this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Aventura, FL on May 27, 2021.

Orbsat Corp.
(Registrant)

By: /s/ David Phipps
David Phipps
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Name	Position	Date
<u>/s/ Charles M. Fernandez</u> Charles M. Fernandez	Director, Chairman	May 27, 2021
<u>/s/ David Phipps</u> David Phipps	Director, Chief Executive Officer (Principal Executive Officer)	May 27, 2021
<u>/s/ Thomas Seifert</u> Thomas Seifert	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 27, 2021
<u>/s/ *Hector Delgado</u> Hector Delgado	Director	May 27, 2021
<u>/s/ Kendall Carpenter</u> Kendall Carpenter	Director	May 27, 2021
<u>/s/ John Miller</u> John Miller	Director	May 27, 2021
<u>/s/ Louis Cusimano</u> Louis Cusimano	Director	May 27, 2021

*By: /s/ David Phipps
David Phipps
Attorney-in-fact*

EXHIBIT INDEX

Exhibit Number	Description
5.1	<u>Opinion of The Crone Law Group P.C. as to legality of the securities being registered.</u>
23.1	<u>Consent of RBSM LLP</u>
23.2	<u>Consent of The Crone Law Group P.C. (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (set forth on the signature page of the Pre-Effective Amendment No. 1 to the Registration Statement filed with the Securities and Exchange Commission on April 7, 2021)</u>



Joe Laxague

Partner

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 500 Fifth Ave, Suite# 938, New York, NY 10110
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May 27, 2021

Orbsat Corp.
 18851 NE 29th Avenue, Suite 700
 Aventura, FL 33180

Re: Orbsat Corp. Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special counsel for Orbsat Corp., a Nevada corporation (the "Company"), in connection with the Registration Statement on Form S-1 (the "462(b) Registration Statement"), filed on May 27, 2021 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), which incorporates by reference the Company's Registration Statement on Form S-1, as amended (File No. 333-253027) (the "Registration Statement") declared effective by the Commission on May 27, 2021.

The 462(b) Registration Statement relates to the public offering and sale of the following additional securities of the Company (the "Additional Securities"):

1. Up to an additional \$2,760,000 worth of Units to be offered and sold by the Company, each Unit to consist of:
 - a. one (1) share common stock, par value \$0.0001 per share (all shares of common stock of the Company contained within the Units shall be referred to as the "Shares"); and
 - b. one (1) warrant to purchase one (1) share of common stock of the Company (all warrants contained within the Units shall be referred to as the "Warrants") at an exercise price equal to the public offering price per Unit;
2. The shares of common stock of the Company, par value \$0.0001 per share, issuable upon exercise of the Warrants (the "Warrant Shares");
3. Warrants to purchase a number of shares of common stock of the Company equal to 5% of the number of Shares contained within the Units, at an exercise price equal to 110% of the public offering price of the Units, to be issued to Maxim Group, LLC or its designees, as representative for the Underwriters in the offering (the "Underwriter Warrants"); and
4. The shares of common stock of the Company, par value \$0.0001 per share, issuable upon exercise of the Underwriter Warrants (the "Underwriter Warrant Shares")

Orbsat Corp.
 May 27, 2021
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The Securities are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and between the Company and Maxim Group, LLC, as representative of the underwriters named therein, the form of which has been filed as Exhibit 1.1 to the Registration Statement.

In rendering the opinion set forth below, we have reviewed: (a) the 462(b) Registration Statement and the Registration Statement, as amended, and the exhibits thereto; (b) the Company's Articles of Incorporation, as amended; (c) the Company's Bylaws, as amended; (d) certain records of the Company's corporate proceedings as reflected in its minute books (e) the form Underwriting Agreement; (f) the form of the Warrants; (g) the form of the Underwriter Warrants; and (h) such statutes, records and other documents as we have deemed relevant. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and conformity with the originals of all documents submitted to us as copies thereof. In addition, we have made such other examinations of law and fact as we have deemed relevant in order to form a basis for the opinion hereinafter expressed. We express no opinion herein as to the laws of any state or jurisdiction other than the substantive laws of the State of Nevada and the federal laws of the United States of America.

Based upon the foregoing, it is our opinion that:

- a. the Shares have been duly and validly authorized, and when the Registration Statement has become effective under the Act and the Shares have been issued, delivered, and paid for in accordance with the terms of the Underwriting Agreement, such Shares will be validly issued, fully paid and non-assessable shares of the Company's common stock.
- b. The Warrants have been duly and validly authorized, and when the Registration Statement has become effective under the Act and the Warrants have been issued, delivered, and paid for in accordance with the terms of the Underwriting Agreement, the Warrants will be validly issued and binding obligations of the Company, entitling the holders thereof to purchase shares of common stock of the Company in accordance with the terms set forth therein.
- c. The Warrant Shares have been duly and validly authorized, and when: (i) the Registration Statement has become effective under the Act and the Warrants have been issued, delivered, and paid for in accordance with the terms of the Underwriting Agreement; and (ii) the Warrants have been validly exercised in accordance with the terms of the Warrants and the Warrant Shares have paid for as required thereunder, the Warrant Shares will be validly issued, fully paid and non-assessable shares of the Company's common stock.

d. The Underwriter Warrants have been duly and validly authorized, and when the Registration Statement has become effective under the Act and the Underwriter Warrants have been issued and delivered to Maxim Group, LLC or its designees under the terms of the Underwriting Agreement, the Underwriter Warrants will be validly issued and binding obligations of the Company, entitling the holders thereof to purchase shares of common stock of the Company in accordance with the terms set forth therein.

e. The Underwriter Warrant Shares have been duly and validly authorized, and when: (i) the Registration Statement has become effective under the Act and the Underwriter Warrants have been issued and delivered to Maxim Group, LLC or its designees under the terms of the Underwriting Agreement; and (ii) the Underwriter Warrants have been validly exercised in accordance with the terms of the Underwriter Warrants and the Underwriter Warrant Shares have paid for as required thereunder, the Underwriter Warrant Shares will be validly issued, fully paid and non-assessable shares of the Company's common stock.

We consent to the inclusion of this opinion as an exhibit to the 462(b) Registration Statement and further consent to all references to us under the caption "Legal Matters" in the Prospectus contained in the Registration Statement.

Sincerely,

The Crone Law Group P.C.





Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the reference to our firm under the caption "Experts" and the use of our report dated March 22, 2021, which includes an explanatory paragraph regarding the substantial doubt about the Company's ability to continue as a going concern, on the financial statements of Orsat Corp., which appears in this Registration Statement on Form S-1MEF.

/s/ RBSM LLP

RBSM LLP
New York, NY

May 27, 2021
