

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

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

MOVANO INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

3845

*(Primary Standard Industrial
Classification Code Number)*

26-0579295

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

Movano Inc.
6200 Stoneridge Mall Rd., Suite 300
Pleasanton, CA 94588
(415) 651-3172

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

Michael Leabman
Chief Executive Officer
Movano Inc.

6200 Stoneridge Mall Rd., Suite 300
Pleasanton, CA 94588
(415) 651-3172

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

Copies to:

Mark R. Busch, Esq.
Patrick J. Rogers, Esq.
K&L Gates LLP
300 South Tryon St., Suite 1000
Charlotte, North Carolina 28202
Telephone: (704) 331-7440

Daniel K. Donahue, Esq.
Greenberg Traurig, LLP
18565 Jamboree Road, Suite 500
Irvine, California 92612
Telephone: (949) 732-6557

As soon as practicable after the effective date of this Registration Statement.

(Approximate date of commencement of proposed sale to the public)

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. (333-252671)

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered⁽¹⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock ⁽²⁾ ⁽³⁾	\$ 7,475,000	\$ 815.52
Underwriter Warrant ⁽³⁾ ⁽⁴⁾	\$ 100	\$ -
Shares of Common Stock Underlying Underwriter Warrant	\$ 878,163	\$ 95.81

- (1) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$46,368,100 on its Registration Statement on Form S-1, as amended (File No. 333-252671) (the “Related Registration Statement”), which was declared effective by the Securities and Exchange Commission on March 22, 2021 and paid a fee of \$5,058.75. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), an additional number of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of each class of securities to be sold under the Related Registration Statement is hereby registered. This represents only the additional number of securities being registered and does not include the securities that the Registrant previously registered on the Related Registration Statement.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act. Includes shares of common stock that are issuable upon the exercise of the underwriters’ over-allotment option.
- (3) Pursuant to Rule 416 under the Securities Act of 1933, as amended, there is also being registered hereby such indeterminate number of additional shares of common stock of the registrant as may be issued or issuable because of stock splits, stock dividends, stock distributions, and similar transactions.
- (4) Represents a warrant to be granted to the underwriter to purchase shares of common stock in an amount up to 9.79% of the number of shares sold to the public in this offering.

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

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 (the “462(b) Registration Statement”) is being filed by Movano Inc. (the “Company”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and relates to the public offering (the “Offering”) of shares of common stock contemplated by the Registration Statement on Form S-1 (File No. 333-252671) (the “Prior Registration Statement”), which was initially filed on February 2, 2021, and which was declared effective by the Securities and Exchange Commission on March 22, 2021. The Company is filing this registration statement for the purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$8,353,263. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are hereby incorporated by reference into this 462(b) Registration Statement. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith.

The Registrant hereby (i) undertakes to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount as soon as practicable (but no later than the close of business on March 23, 2021) and (ii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

EXHIBIT INDEX

Exhibit No.	Description of Document
5.1	Opinion of K&L Gates LLP
23.1	Consent of Moss Adams LLP, Independent Registered Public Accounting Firm
23.2	Consent of K&L Gates LLP (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 File No. 333-252671)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on this 23rd day of March, 2021.

Movano Inc.

/s/ Michael Leabman

Michael Leabman
Chief Executive Officer and Director
(Principal 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 dates indicated.

/s/ Michael Leabman March 23, 2021
Michael Leabman
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ J. Cogan March 23, 2021
J. Cogan
Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ *** March 23, 2021
Emily Wang Fairbairn, Director

/s/ *** March 23, 2021
John Mastrototaro, Director

/s/ *** March 23, 2021
Brian Cullinan, Director

/s/ *** March 23, 2021
Rubén Caballero, Director

*** By: /s/ Michael Leabman
Michael Leabman
Attorney-in-fact

March 23, 2021

Movano Inc.
6200 Stoneridge Mall Rd., Suite 300
Pleasanton, CA 94588

Ladies and Gentlemen:

We have acted as counsel to Movano Inc., a Delaware corporation (the “Company”), in connection with the filing by the Company of a Registration Statement on Form S-1 (File No. 333-252671) originally filed with the Securities and Exchange Commission (the “SEC”) on February 2, 2021 and amended on March 10, 2021 and March 17, 2021 (as amended, the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement relates to the proposed issuance and sale by the Company (“Offering”) of (i) 1,495,000 shares (“Shares”) of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), (ii) warrants (“Underwriters’ Warrants”), issued to the underwriters for the Offering to purchase shares of Common Stock and (iii) shares of Common Stock underlying the Underwriters’ Warrants (“Underwriters’ Warrant Shares”). The Shares, the Underwriters’ Warrants and the Underwriters’ Warrant Shares are referred to herein, collectively, as the “Securities”. The Securities are to be sold by the Company pursuant to an Underwriting Agreement by and between the Company and National Securities Corporation, as representative of the several underwriters (the “Underwriting Agreement”).

You have requested our opinion as to the matters set forth below in connection with the issuance of the Securities. For purposes of rendering that opinion, we have examined: (i) the Registration Statement, (ii) the Underwriting Agreement, (iii) a form of the Third Amended and Restated Certificate of Incorporation of the Company, which has been filed with the SEC as an exhibit to the Registration Statement (the “Charter”), (iv) a form of the Company’s Amended and Restated Bylaws, which has been filed with the SEC as an exhibit to the Registration Statement (the “Bylaws”), (v) the Company’s stock, warrant and option ledgers, and (vi) the resolutions adopted by the Company’s Board of Directors on March 5, 2021 and the resolutions adopted by the Price Committee of Company’s Board of Directors on March 19, 2021, both relating to the issuance and sale of the Securities (collectively, the “Board Resolutions”). We have also reviewed such matters of law as we have deemed necessary to render the opinions expressed herein. For the purposes of this opinion letter, we have assumed that each document submitted to us is accurate and complete, that each such document that is an original is authentic, that each such document that is a copy conforms to an authentic original, the conformity to the original or final versions of the documents submitted to us as copies or drafts, including without limitation, the Charter and that all signatures on each such document are genuine.

In rendering our opinion below, we also have assumed that: (a) the Charter is filed with the Secretary of State for the State of Delaware in the form filed with the Commission as an exhibit to the Registration Statement prior to the issuance of any of the Securities; (b) the Company will have sufficient authorized and unissued shares of Common Stock at the time of each issuance of an Underwriters’ Warrant Share; (c) each Share and Underwriters’ Warrant Share will be evidenced by an appropriate certificate, duly executed and delivered or the Company’s Board of Directors will adopt a resolution, providing that all shares of Common Stock shall be uncertificated in accordance with Section 158 of the Delaware General Corporation Law (the “DGCL”), prior to their issuance; (d) the issuance of each Share and Underwriters’ Warrant Share will be duly noted in the Company’s stock ledger upon issuance; (e) each of the Underwriters’ Warrants and the Underwriting Agreement constitutes a valid and binding agreement of each of the parties thereto (other than the Company), enforceable against the parties thereto in accordance with its terms; and (f) the Securities will be issued and sold in accordance with the Board Resolutions. We have further assumed the legal capacity of natural persons. We have not verified any of those assumptions.

Our opinion set forth below in numbered paragraphs 1 and 3 and the first sentence of numbered paragraph 2 are limited to the DGCL. Our opinion set forth below in the second sentence of numbered paragraph 2 is limited to the laws of the State of New York.

Based upon and subject to the foregoing, provided that the Registration Statement and any required post-effective amendment thereto have all become effective under the Securities Act and any related prospectus required by applicable law ("Prospectus") have been delivered and filed as required by such laws, it is our opinion that:

1. The Shares have been duly authorized for issuance by the Company and, when issued and paid for as described in the Prospectus and the Underwriting Agreement, will be validly issued, fully paid, and non-assessable.
2. The Underwriters' Warrants have been duly authorized for issuance by the Company. Provided that the Underwriters' Warrants have been duly executed and delivered by the Company and duly delivered to the purchaser thereof against payment therefor, the Underwriters' Warrants, when issued and paid for as described in the Registration Statement and the Prospectus, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to the effect of bankruptcy, insolvency, fraudulent transfer, reorganization, receivership, moratorium and other laws affecting the rights and remedies of creditors generally, and to the exercise of judicial discretion in accordance with general principles of equity (whether applied by a court of law or equity, and to the public policy against enforcement of indemnifications for violations of federal securities laws).
3. The Underwriters' Warrant Shares have been duly authorized and, when issued and delivered by the Company against payment therefor, upon the exercise of the Underwriters' Warrants in accordance with the terms therein, will be validly issued, fully paid, and non-assessable.

The opinions set forth above are subject to the following additional assumptions:

- (a) The Registration Statement and any amendment thereto (including any post-effective amendment) will have become effective under the Securities Act, and such effectiveness shall not have been terminated, suspended or rescinded;
- (b) All Securities offered pursuant to the Registration Statement will be issued and sold (i) in compliance with all applicable federal and state securities laws, rules and regulations and solely in the manner provided in the Registration Statement and the Prospectus and (ii) only upon payment of the consideration fixed therefor in accordance with the Underwriting Agreement and, if applicable, the Securities themselves, and there will not have occurred any change in law or fact affecting the validity of any of the opinions rendered herein with respect thereto;
- (c) The Company will have sufficient authorized and unissued shares of Common Stock at the time of any issuance of the Underwriters' Warrant Shares upon the exercise of the Underwriters' Warrants; and
- (d) To the extent that the obligations of the Company under any agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement thereto, may be dependent upon such matters, we assume for purposes of this opinion letter that (i) each party to any such agreement other than the Company (including any applicable warrant agent or other party acting in a similar capacity with respect to any Securities) will be duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each such other party will be duly qualified to engage in the activities contemplated thereby; (ii) each such agreement and the applicable Securities will have been duly authorized, executed and delivered by each such other party and will constitute the valid and binding obligations of each such other party, enforceable against each such other party in accordance with their terms; (iii) each such other party will be in compliance, with respect to acting in any capacity contemplated by any such agreement, with all applicable laws and regulations; and (iv) each such other party will have the requisite organizational and legal power and authority to perform its obligations under each such agreement.

We assume no obligation to update or supplement any of our opinions to reflect any changes of law or fact that may occur.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our Firm under the caption "Legal Matters" in the Registration Statement and in the Prospectus. In giving our consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, the Prospectus or any Prospectus Supplement within the meaning of the term "expert", as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder, nor do we 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 thereunder.

Yours truly,

/s/ K&L Gates LLP

K&L Gates LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-1 pursuant to Rule 462(b) of the Securities Act of 1933 of Movano Inc. of our report dated March 10, 2021, relating to the financial statements of Movano Inc. as of December 31, 2020 and 2019 and for the years then ended (which report expresses an unqualified opinion and includes an explanatory paragraph regarding a going concern uncertainty), and to the reference to our firm under the heading “Experts” in the Registration Statement on Form S-1 (No. 333-252671) and related Prospectus.

/s/ Moss Adams LLP

San Francisco, California
March 23, 2021
