

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MOMENTUS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation
or Organization)

3714

(Primary Standard Industrial Classification
Code Number)

84-1905538

(I.R.S. Employer Identification Number)

3901 N. First Street
San Jose, CA 95134
(650) 564-7820

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal
Executive Offices)

**Momentum Inc. 2021 Equity Incentive Plan
Momentum Inc. 2021 Employee Stock Purchase Plan
(Full Title of the Plans)**

**John C. Rood
Chief Executive Officer
3901 N. First Street
San Jose, CA 95134
Telephone: (650) 564-7820**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Stephen C. Hinton, Esq.
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, Tennessee 37203
Telephone: (615) 244-2582**

**Paul Ney
Chief Legal Officer
3901 N. First Street
San Jose, CA 95134
Telephone: (650) 564-7820**

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
Non-accelerated filer

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Momentus Inc. (the “**Company**”) to register 2,533,234 additional shares of the Company’s Class A Common Stock, par value \$0.00001 per share (“**Common Stock**”), reserved for issuance under the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”) and 422,205 additional shares of Common Stock reserved for issuance under the Company’s 2021 Employee Stock Purchase Plan (the “**ESPP**”).

Pursuant to General Instruction E regarding Registration of Additional Securities, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on March 14, 2022 (Registration No. 333-263524) and October 18, 2021 (Registration No. 333- 260331) are incorporated by reference herein except as otherwise updated or modified by this filing. All exhibits required by General Instruction E to Form S-8 are filed as exhibits hereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission (other than information in a report on Form 8-K that is furnished and not filed pursuant to Form 8-K and, except as may be noted in any such Form 8-K, exhibits filed on such form that are related to such information):

- (i) The Registrant's [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2022 (the "**Annual Report**"), filed with the Commission on March 8, 2023;
- (ii) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") (other than the reports, or portions thereof, deemed to have been furnished and not filed with the Commission) since the end of the fiscal year covered by the Annual Report referred to in (i) above; and
- (iii) the description of the Registrant's Common Stock contained in its Registration Statement on [Form 8-A](#), as filed with the SEC on November 6, 2019, as amended by the description of the Registrant's common stock contained in Exhibit 4.3 to the Annual Report filed with the Commission on March 8, 2022, and including any further amendment or report 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 after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished, and exhibits furnished in connection with such items, and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Item 8. Exhibits

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Date	
5.1	Opinion of Bradley Arant Boult Cummings LLP as to the validity of the securities being registered.					X
23.1	Consent of Armanino LLP, independent registered public accounting firm.					X
23.2	Consent of Bradley Arant Boult Cummings LLP (included in Exhibit 5.1).					X
24.1	Power of Attorney (filed as part of signature page hereto).					X
99.1	Momentum Inc. 2021 Equity Incentive Plan.	8-K	001-39128	10.5	August 18, 2021	
99.2	Momentum Inc. 2021 Employee Stock Purchase Plan.	8-K	001-39128	10.8	August 18, 2021	
107.1	Filing Fee Table.					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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on March 22, 2023.

Momentum Inc.

Date: March 22, 2023

By: /s/ John C. Rood

Name: John C. Rood

Title: Chief Executive Officer and Chairperson of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Momentum Inc., a Delaware corporation, do hereby constitute and appoint John C. Rood and Dennis Mahoney, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John C. Rood</u> John C. Rood	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	March 22, 2023
<u>/s/ Dennis Mahoney</u> Dennis Mahoney	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	March 22, 2023
<u>/s/ Chris Hadfield</u> Chris Hadfield	Director	March 22, 2023
<u>/s/ Brian Kabot</u> Brian Kabot	Director	March 22, 2023
<u>/s/ Mitchel Kugler</u> Mitchel Kugler	Director	March 22, 2023
<u>/s/ Victorino Mercado</u> Victorino Mercado	Director	March 22, 2023
<u>/s/ Kimberly A. Reed</u> Kimberly A. Reed	Director	March 22, 2023
<u>/s/ Linda J. Reiners</u> Linda J. Reiners	Director	March 22, 2023



March 22, 2023

Momentum Inc.
3901 North First Street
San Jose, California 95134

Ladies and Gentlemen:

We have acted as special counsel to Momentum Inc., a Delaware corporation (the "**Company**"), in connection with the proposed issuance by the Company of up to 2,955,439 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.00001 per share ("**Common Stock**"), pursuant to the Momentum Inc. 2021 Equity Incentive Plan (the "**2021 Plan**") and the Momentum Inc. Employee Stock Purchase Plan (the "**2021 ESPP**", and together with the 2021 Plan, the "**Company Plans**"). The Shares are included in the Company's Registration Statement on Form S-8 (the "**Registration Statement**"), filed by the Company with the U.S. Securities and Exchange Commission (the "**SEC**") under the provisions of the Securities Act of 1933, as amended (the "**Securities Act**"), on the date hereof. This opinion is being delivered to you in accordance with the requirements of Item 601(b) (5) of Regulation S-K under the Act.

In connection with rendering the opinion set forth in this opinion letter, we have reviewed the Registration Statement, the Company Plans and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company, certificates of public officials and such other documents as we have deemed relevant and necessary as a basis for the opinion expressed herein.

In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to all original documents of all documents submitted to us as copies and the accuracy and completeness of all information provided to us by the Company.

We have also assumed, without independent investigation, that at the time of the issuance of the Shares: (i) all of the terms and conditions for such issuance set forth in the Company Plans and any related agreements will have been fully satisfied, waived or discharged; (ii) each award agreement setting forth the terms of each award granted pursuant to the Company Plans will be consistent with the Company Plans and will have been duly authorized and validly executed and delivered by the parties thereto; (iii) a sufficient number of shares of Common Stock will remain available for issuance; and (iv) the legal consideration payable in connection with the issuance of the Shares pursuant to the Company Plans will not be less than the par value of the Common Stock and will be otherwise proper and sufficient.

Based upon the foregoing and the other matters stated herein, we are of the opinion that, when issued and delivered in accordance with the terms set forth in the Company Plans and against payment of the consideration therefor, the issuance of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as amended (the "**DGCL**"), and the United States of America. This opinion is limited to the current DGCL and the current federal laws of the United States, and to the facts as they exist on the date hereof. We assume no obligation to revise or supplement our opinion should the present laws, or the interpretations thereof, be changed in respect of any circumstances or events that occur subsequent to the date hereof. This opinion letter is limited to the opinion expressly stated herein, and no other opinions are to be inferred or implied.

Bradley Arant Boult Cummings LLP | One Federal Place | 1819 Fifth Avenue North | Birmingham, AL 35203-2119 |
205.521.8000 | bradley.com

We hereby consent to the filing of this opinion with the SEC as an Exhibit to the above-referenced Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Bradley Arant Boult Cummings LLP

Armanino LLP
12657 Alcosta Boulevard
Suite 500
San Ramon, CA 94583-4600
925 790 2600 main
925 790 2601 fax
armaninoLLP.com



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S- 8 of our report dated March 7, 2023, pertaining to the registration of additional shares of Class A common stock under the Momentus Inc. 2021 Equity Incentive Plan and the Momentus Inc. 2021 Employee Purchase Plan, relating to the consolidated balance sheets of Momentus Inc. as of December 31, 2022 and December 31, 2021, and the consolidated statement of operations, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2022, and the related notes to the consolidated financial statements which appears in Momentus Inc.'s Annual Audit Report for the years ended December 31, 2022 and December 31, 2021.

Armanino LLP
ArmaninoLLP
San Ramon, California

March 22, 2023



Calculation of Filing Fee Tables

Form S-8 (Form Type)

Momentum Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.00001 par value per share	Rule 457(h)	2,533,234(2)	\$0.53 (4)	\$1,342,614.02	\$110.20 per \$1,000,000	\$147.96
Equity	Class A Common Stock, \$0.00001 par value per share	Rule 457(h)	422,205 (3)(6)	\$0.45 (5)	\$190,203.35	\$110.20 per \$1,000,000	\$20.96
Total Offering Amounts					\$1,532,817.37		\$168.92
Total Fee Offsets(7)							—
Net Fee Due							\$168.92

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock, par value \$0.00001 per share (“Common Stock”), that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Plan pursuant to an “evergreen” provision contained in the 2021 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2021 Plan automatically increases on the first day of each Fiscal Year in an amount equal to the lesser of (i) three percent (3%) of the total number of shares of Common Stock on the last day of the immediately preceding Fiscal Year and (ii) such number of shares of Common Stock determined by the Board.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 ESPP pursuant to an “evergreen” provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2021 ESPP automatically increases on the first day of each Fiscal Year in an amount equal to the lesser of (i) half a percent (0.5%) of the total number of shares of Common Stock outstanding on the last day of the calendar month prior to the date of such automatic increase, and (ii) 1,595,445 shares of Common Stock.
- (4) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$0.53 per share, which is the average of the high and low prices of Class A Common Stock on March 20, 2023, as reported on the Nasdaq Global Select Market.
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of eighty-five percent (85%) of \$0.53 per share, which is the average of the high and low prices of Class A Common Stock on March 20, 2023, as reported on the Nasdaq Global Select Market. Pursuant to the 2021 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be not less than (i) an amount equal to eighty-five percent (85%) of the fair market value of a share of Common Stock on the offering date, as selected by the Board of Directors, or (ii) an amount equal to eighty-five percent (85%) of the fair market value of a share of Common Stock on the applicable exercise date.
- (6) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 2021 ESPP. In accordance with Rule 457(h)(2), no separate fee calculation is made for plan interests.
- (7) The Registrant does not have any fee offsets.