

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

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

Crown Electrokinetics Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

238150
(Primary Standard Industrial
Classification Code Number)

47-5423944
(I.R.S. Employer
Identification Number)

1110 NE Circle Blvd.
Corvallis, Oregon 97330
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Douglas Croxall
Chief Executive Officer
1110 NE Circle Blvd.
Corvallis, Oregon 97330
(800) 674-3612
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

M. Ali Panjwani, Esq.
Pryor Cashman LLP
7 Times Square
New York, New York 10036
(212) 421-4100

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Sichenzia Ross Ference LLP
1185 Avenue of the Americas, 37th Floor
New York, New York 10036
(212) 930-9700

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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. Registration No. 333-249833

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, 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 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 Securities to be Registered	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee⁽³⁾
Common stock, par value \$0.0001 per share ⁽²⁾	\$ 3,740,005	\$ 408.03
Total	\$ 3,740,005	\$ 408.03

/s/ Edward Kovalik

Name: Edward Kovalik
Title: Director

Dated: January 25, 2021

/s/ John Marchese

Name: John Marchese
Title: Director

Dated: January 25, 2021

/s/ Christopher Smith

Name: Christopher Smith
Title: Director

Dated: January 25, 2021

* Pursuant to power of attorney

By: /s/ Douglas Croxall

Douglas Croxall
Attorney-in-Fact

January 25, 2021

Crown Electrokinetics Corp.
1110 NE Circle Blvd.
Corvallis, Oregon 97330

Re: **Securities Being Registered under Registration Statement on Form S-1
(incorporating Registration Statement on Form S-1 Registration No. 333-249833)**

Ladies and Gentlemen:

We have represented Crown Electrokinetics Corp., a Delaware corporation (the "Company"), in connection with (i) a Registration Statement on Form S-1, as amended (Registration No. 333-249833) (the "Initial Registration Statement"), of the Company, filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) pursuant to the Act and the Rules (the "Rule 462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). You have asked us to furnish our opinion as to the legality of the securities being registered under the 462(b) Registration Statement. The 462(b) Registration Statement covers the registration of up to (i) 831,112 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock") that may be offered for sale by the Company (including 622,500 shares that may be issued upon exercise of the underwriters' over-allotment option).

In connection with the furnishing of this opinion, we have examined originals, or certified copies or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. the 462(b) Registration Statement;
2. the form of the Underwriting Agreement (the "Underwriting Agreement"), filed as Exhibit 1.1 to the Initial Registration Statement;
3. the Certificate of Incorporation of the Company (as amended to date), filed as Exhibit 3.1 to the Initial Registration Statement; and
4. the By-laws of the Company (as amended to date), filed as Exhibit 3.2 to the Initial Registration Statement.

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In addition, we have examined such corporate records of the Company that we have considered appropriate, certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinion set forth below, including without limitation the certificate of incorporation, as amended, of the Company, the bylaws, as amended, of the Company and certain resolutions of the Board of Directors. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the completeness and authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the completeness and authenticity of the originals of such copies.

Based upon our examination mentioned above, subject to the assumptions stated and relying on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares have been duly authorized by all necessary corporate action of the Company and, when issued, delivered and paid for as contemplated in the 462(b) Registration Statement and in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the reference to our firm appearing under the caption "Legal Matters" in the prospectus that forms a part of the Initial Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules.

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We are admitted to practice in the State of New York, and we express no opinion as to matters governed by any laws other than the laws of the State of New York, the Delaware General Corporation Law and the Federal laws of the United States. The reference and limitation to "Delaware General Corporation Law" includes the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws.

Very truly yours,

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of Crown Electrokinetics Corp., of our report dated September 30, 2020, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the financial statements of Crown Electrokinetics Corp. as of March 31, 2020 and 2019 and for the years ended March 31, 2020 and 2019, appearing in the annual report of Crown Electrokinetics Corp. for the year ended March 31, 2020. We also consent to the reference to our firm under the heading "Experts", which is part of this Registration Statement.

/s/ Marcum LLP

Marcum LLP
Costa Mesa, California
January 25, 2021