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 Gregory Sichenzia, Esq. 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	Accelerated filer	
Non-accelerated filer	Smaller reporting company	X
	Emerging growth company	X

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

- (1) Represents only the additional number of shares of common stock being registered, and includes 622,500 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (Registration No. 333-249833).
- (2) In accordance with Rule 416(a), the Registrant is also registering an indeterminate number of additional shares of common stock that shall be issuable pursuant to Rule 416 to prevent dilution resulting from share splits, share dividends or similar transactions.
- (3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(o) under the Securities Act of 1933. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$18,700,026 on the Registration Statement on Form S-1, as amended (Registration No. 333-249833), which was declared effective by the Securities and Exchange Commission on January 25, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$3,740,005 are hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Crown Electrokinetics Corp., a Delaware corporation (the "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 relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (Registration No. 333-249833) (the "Prior Registration Statement"), which the Commission declared effective on January 25, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing by \$3,740,005 the proposed maximum aggregate offering price of shares its common stock, par value \$0.0001 per share, to be registered for sale, \$2,801,250 of which may be sold upon exercise of the underwriters' option to purchase additional shares. The additional shares 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 maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

5.1 Opinion of Pryor Cashman LLP as to the validity of securities being offered. 23.1 Consent of Marcum LLP. 23.2 Consent of Pryor Cashman LLP (included in Exhibit 5.1 to this Registration Statement).	Exhibit Number	Description
	5.1	Opinion of Pryor Cashman LLP as to the validity of securities being offered.
	22.1	
23.2 Consent of Pryor Cashman LLP (included in Exhibit 5.1 to this Registration Statement).	23.1	Consent of Marcum LLP.
	23.2	Consent of Pryor Cashman LLP (included in Exhibit 5.1 to this Registration Statement).
24.1* Powers of Attorney (incorporated by reference to page II-4 of the Registration Statement on Form S-1 (Registration No. 333-249833) filed on November 3, 2020	24.1*	Powers of Attorney (incorporated by reference to page II-4 of the Registration Statement on Form S-1 (Registration No. 333-249833) filed on November 3, 2020).

Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on January 25, 2021.

CROWN ELECTROKINETICS CORP.

By: /s/ Douglas Croxall

Name: Douglas Croxall Title: Chief 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/ Douglas Croxall Name: Douglas Croxall Title: Chief Executive Officer (Principal Executive Officer)

/s/ Phil Anderson Name: Phil Anderson Title: Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Name: Dr. DJ Nag Title: Director Dated: January 25, 2021

Dated: January 25, 2021

/s/ Edward Kovalik Name: Edward Kovalik Title: Director

/s/ John Marchese

Name: John Marchese Title: Director

/s/ Christopher Smith

Name: Christopher Smith Title: Director

* Pursuant to power of attorney

By: /s/ Douglas Croxall Douglas Croxall Attorney-in-Fact

Dated: January 25, 2021

Dated: January 25, 2021

Dated: January 25, 2021



7 Times Square, New York, NY 10036 Tel: 212-421-4100 Fax: 212-326-0806

New York | Los Angeles

www.pryorcashman.com

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.

PRYOR CASHMAN LLP

Crown Electrokinetics Corp. January 25, 2021 Page 2

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.



Crown Electrokinetics Corp. January 25, 2021 Page 3

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.

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