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

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

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**KNIGHTSCOPE, INC.**  
(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

46-2482575  
(I.R.S. Employer  
Identification No.)

1070 Terra Bella Avenue  
Mountain View, California 94043  
(Address of principal executive offices, including zip code)

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KNIGHTSCOPE, INC. 2016 EQUITY INCENTIVE PLAN  
KNIGHTSCOPE, INC. 2014 EQUITY INCENTIVE PLAN  
(Full title of the plans)

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William Santana Li  
Chief Executive Officer  
1070 Terra Bella Avenue  
Mountain View, California 94043  
(650) 924-1025  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

David Dedyo  
Ned A. Prusse  
Perkins Coie LLP  
505 Howard Street, Suite 1000  
San Francisco, California 94105-3204  
(415) 344-7000

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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.

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## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

Knightscope, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents filed with the Securities and Exchange Commission (the “Commission”):

- (a) the Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2021](#), filed on March 31, 2022, which contains the audited financial statements of the Registrant for the latest fiscal year for which such statements have been filed;
- (b) the Registrant’s Current Reports on Form 8-K filed on [February 14, 2022](#), [April 6, 2022](#), and [April 12, 2022](#) (excluding any portions of the report deemed to have been furnished under Item 2.02 or Item 7.01 and any exhibits included with such Items); and
- (c) the description of the Registrant’s common stock contained in [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended on December 31, 2021, filed on March 31, 2022), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all the securities offered hereby have been sold or that deregisters the securities offered hereby then remaining unsold, shall also 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 not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

The opinion of counsel as to the legality of the securities that may be issued under the Knightscope, Inc. 2016 Equity Incentive Plan and the Knightscope, Inc. 2014 Equity Incentive Plan is being given by Peter M. Weinberg, General Counsel of Knightscope, Inc. Mr. Weinberg holds stock options to purchase shares of the Registrant.

#### Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) provides, in general, that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful.

A Delaware corporation may indemnify directors, officers, employees and other agents of such corporation in an action by or in the right of the corporation under the same conditions above, except that no indemnification is permitted without judicial approval if the person to be indemnified has been adjudged to be liable to the corporation. Where a director, officer, employee or agent of the corporation is successful on the merits or otherwise in the defense of any action, suit or proceeding referred to above or in defense of any claim, issue or matter therein, the corporation must indemnify such person against the expenses (including attorneys’ fees) which he or she actually and reasonably incurred in connection therewith.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability for any:

- Breach of the director's duty of loyalty to the corporation or its stockholders;
- Act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- Unlawful payment of dividends or unlawful stock purchase or redemption; or
- Transaction from which the director derives an improper personal benefit.

The Registrant's Amended and Restated Certificate of Incorporation and Bylaws provide for the indemnification of its directors and officers to the fullest extent permitted under the DGCL.

As permitted by the DGCL, the Registrant has entered into indemnification agreements with each of its directors and executive officers that require the Registrant to indemnify, to the fullest extent permitted by applicable law, such persons against any and all costs and expenses (including attorneys', witness or other professional fees) actually and reasonably incurred by such persons in connection with any action, suit or proceeding (including derivative actions), whether actual or threatened, to which any such person may be made a party by reason of the fact that such person is or was a director or officer or is or was acting or serving as an officer, director, employee or agent of the Registrant or any of its affiliated enterprises. The Registrant also maintains officer and director insurance coverage against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">5.1+</a>	<a href="#">Opinion of Peter M. Weinberg regarding legality of the common stock being registered</a>
<a href="#">23.1+</a>	<a href="#">Consent of BPM LLP, independent registered public accounting firm</a>
<a href="#">23.2+</a>	<a href="#">Consent of Peter M. Weinberg (included in opinion filed as Exhibit 5.1)</a>
<a href="#">24.1+</a>	<a href="#">Power of Attorney (see signature page)</a>
<a href="#">99.1</a>	<a href="#">Knightscope, Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 6.2 to the Registrant's Regulation A Offering Statement on Form 1-A/A filed on December 7, 2016 (File No. 024-10633))</a>
<a href="#">99.2</a>	<a href="#">Knightscope, Inc. 2014 Equity Incentive Plan (incorporated by reference to Exhibit 6.1 to the Registrant's Regulation A Offering Statement on Form 1-A/A filed on December 7, 2016 (File No. 024-10633))</a>
<a href="#">107+</a>	<a href="#">Filing Fee Table</a>

+ Filed herewith.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(b) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(c) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (1)(a) and (1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 Mountain View, State of California, on April 22, 2022.

### KNIGHTSCOPE, INC.

By: /s/ William Santana Li  
Name: William Santana Li  
Title: Chairman and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints William Santana Li, Mallorie Burak, and Peter Weinberg, or any of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her in any and all capacities, to sign any amendments (including any post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, or any of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on April 22, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ William Santana Li</u> William Santana Li	Director, Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Mallorie Burak</u> Mallorie Burak	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Jackeline V. Hernandez Fentanez</u> Jackeline V. Hernandez Fentanez	Director
<u>/s/ Patricia Howell</u> Patricia Howell	Director
<u>/s/ Suzanne Muchin</u> Suzanne Muchin	Director
<u>/s/ Kristi Ross</u> Kristi Ross	Director
<u>/s/ Linda Keene Solomon</u> Linda Keene Solomon	Director
<u>/s/ Patricia Watkins</u> Patricia Watkins	Director



April 22, 2022

Knightscope, Inc.  
1070 Terra Bella Avenue  
Mountain View, California 94043

**Re: Registration Statement on Form S-8 of Shares of Common Stock, par value \$0.001 per share, of Knightscope, Inc.**

Ladies and Gentlemen:

I have acted as counsel to Knightscope, Inc. (“Knightscope”) in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), which Knightscope is filing with the Securities and Exchange Commission (the “Commission”) with respect to up to 8,917,417 shares of common stock, par value \$0.001 per share (the “Shares”), of Knightscope that may be issued as follows: (a) up to 8,306,417 shares of Class A common stock under the Knightscope, Inc. 2016 Equity Incentive Plan and (b) up to 611,000 shares of Class B common stock under the Knightscope, Inc. 2014 Equity Incentive Plan (the latter is subject to conversion to Class A common stock) (collectively, the “Plans”).

I have examined the Registration Statement and such documents and records of Knightscope as I have deemed necessary for the purposes of this opinion. In giving this opinion, I have assumed the authenticity of all instruments presented to me as originals, the conformity with originals of all instruments presented to me as copies and the genuineness of all signatures.

Based upon and subject to the foregoing, I am of the opinion that any Shares that may be issued pursuant to the Plans, upon the registration by its registrar of such Shares and the issuance thereof by Knightscope in accordance with the terms of the applicable Plan, and the receipt of consideration therefor in accordance with the terms of the applicable Plan, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Peter M. Weinberg

General Counsel  
Member, NY Bar; Registered In-House Counsel, California

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**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 31, 2022, relating to the financial statements of Knightscope, Inc., which appears in the Annual Report on Form 10-K of Knightscope, Inc. for the year ended December 31, 2021.

/s/ BPM LLP

San Jose, California  
April 22, 2022

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## Calculation of Filing Fee Table

Form S-8  
(Form Type)Knightscope, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.001 per share	Rule 457(h)	8,493,831(2)	\$ 3.34(3)	\$ 28,369,395.54	\$ .0000927	\$ 2,630
Equity	Class B Common Stock, par value \$0.001 per share	Rule 457(h)	611,000 (4)	\$ 0.35(5)	\$ 213,850.00	\$ .0000927	\$ 20
Equity	Class A Common Stock, par value \$0.001 per share	Rule 457(c) and 457(h)	423,586(6)	\$ 4.81(7)	\$ 2,037,448.66	\$ .0000927	\$ 189
<b>Total Offering Amounts</b>					<b>\$ 30,616,458.34</b>		<b>\$ 2,839</b>
<b>Total Fee Offsets</b>							<b>\$ 0</b>
<b>Net Fee Due</b>							<b>\$ 2,839</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement (this “Registration Statement”) also covers any additional shares of common stock of Knightscope, Inc. (the “Registrant”) that may become issuable under the Registrant’s 2016 Equity Incentive Plan (the “2016 Plan”) and the Registrant’s 2014 Equity Incentive Plan (the “2014 Plan”) as a result of any future stock splits, stock dividends or similar adjustments of the Registrant’s outstanding Class A Common Stock or Class B Common Stock.
- (2) Represents 7,882,831 shares of Class A Common Stock issuable upon the exercise of options that are outstanding under the 2016 Plan as of the date of this Registration Statement and 611,000 shares of Class A Common Stock issuable upon the conversion of shares of Class B Common Stock underlying stock options outstanding under the 2014 Plan as of the date of this Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) of the Securities Act. The proposed maximum offering price is based upon \$3.34, which is the weighted-average exercise price for the outstanding options to purchase shares of Class A Common Stock under the 2016 Plan. Pursuant to Rule 457(i), there is no fee associated with the registration of shares of Class A Common Stock under the 2014 Plan issuable upon the conversion of shares of Class B Common Stock (a convertible securities) being registered with this Registration Statement because no additional consideration will be received in connection with the conversion of shares of Class B Common Stock. Fee information is set forth below with respect to the shares of Class B Common Stock subject to outstanding options under the 2014 Plan as of the date of this Registration Statement.
- (4) Represents shares of Class B Common Stock issuable upon the exercise of options that are outstanding under the 2014 Plan as of the date of this Registration Statement.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) of the Securities Act. The proposed maximum offering price is based upon \$0.35, which is the weighted-average exercise price for the outstanding options to purchase shares of Class B Common Stock under the 2014 Plan.
- (6) Represents shares remaining available for issuance under the 2016 Plan.
- (7) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act. The proposed maximum offering price per share is estimated to be \$4.81, based on the average of the high sales price (\$4.90) and the low sales price (\$4.71) for the Registrant’s common stock as reported by The Nasdaq Stock Market LLC on April 18, 2022.