

ODYSSEY MARINE EXPLORATION INC

Form S-8

September 01, 2016

As filed with the Securities and Exchange Commission on September 1, 2016

Registration No.: 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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

**ODYSSEY MARINE EXPLORATION, INC.**

**(Exact name of registrant as specified in its charter)**

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

**5215 West Laurel Street**

**84-1018684**  
**(I.R.S. Employer**

**Identification Number)**

**Tampa, Florida 33607**

**(813) 876-1776**

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

**2015 STOCK INCENTIVE PLAN**

**(Full title of the plan)**

**Jay A. Nudi, Interim Chief Financial Officer**

**5215 West Laurel Street**

**Tampa, Florida 33607**

**(813) 876-1776**

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

*Copies to:*

**David M. Doney, Esq.**

**Akerman LLP**

**401 East Jackson Street, Suite 1700**

**Tampa, Florida 33602**

**Telephone: (813) 209-5070**

**Facsimile: (813) 218-5404**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of Securities<br>to be Registered    | Amount<br>Registered(1) | Proposed                               | Proposed                               | Amount of<br>Registration Fee |
|--|-------------------------|--|--|-------------------------------|
|  |                         | Maximum<br>Offering Price<br>Per Share | Maximum<br>Aggregate<br>Offering Price |                               |
| Common Stock, par value \$0.0001 per share | 200,000                 | \$3.41(2)                              | \$682,000                              | \$68.68                       |
| Total                                      | 200,000                 |  | \$682,000                              | \$68.68                       |

- (1) Represents an increase in the total number of shares reserved for issuance under the 2015 Stock Incentive Plan. A total of 372,968 shares previously has been registered under a registration statement on Form S-8 (File No. 333-205328) with respect to the 2015 Stock Incentive Plan. In addition, pursuant to Rule 416 under the Securities Act of 1933, this registration statement includes an indeterminate number of additional shares that may be offered and sold as a result of anti-dilution provisions of the 2015 Stock Incentive Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, based upon the average of the high and low prices of the common stock as reported on the NASDAQ Capital Market on August 30, 2016, which date was within five business days of the date of this filing.

**STATEMENT UNDER GENERAL INSTRUCTION E**

**REGISTRATION OF ADDITIONAL SECURITIES**

Odyssey Marine Exploration, Inc. (the Company) previously filed a registration statement on Form S-8 with the Securities and Exchange Commission (SEC File No. 333-205328) in connection with the registration of an aggregate of 372,968 shares of common stock to be issued under the Company's 2015 Stock Incentive Plan (after giving effect to the 1 for 12 reverse stock split which occurred on February 19, 2016).

Pursuant to General Instruction E of Form S-8, this registration statement is filed by the Company solely to register an additional 200,000 shares of the Company's common stock for issuance under the 2015 Stock Incentive Plan. This increase was approved by the Company's stockholders on June 7, 2016. Pursuant to Instruction E, the contents of the previously filed registration statement on Form S-8 (SEC File No. 333-205328) are hereby incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The exhibits to this registration statement are listed in the Index to Exhibits on Page E-1 of this registration statement, which Index to Exhibits is incorporated herein by reference.

**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 Tampa, State of Florida, on September 01, 2016.

**ODYSSEY MARINE EXPLORATION, INC.**

By: */s/ Jay A. Nudi*  
Jay A. Nudi  
*Interim Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on September 1, 2016, by the following persons in the capacities and on the dates indicated.

|                                |  |
|--------------------------------|--|
| <i>/s/ Gregory P. Stemm</i>    | Chairman of the Board  |
| <i>Gregory P. Stemm</i>        |  |
| <i>/s/ Mark D. Gordon</i>      | Chief Executive Officer (Principal Executive Officer)  |
| <i>Mark D. Gordon</i>          |  |
| <i>/s/ Jay A. Nudi</i>         | Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| <i>Jay A. Nudi</i>             |  |
| <i>/s/ John C. Abbott</i>      | Director   |
| <i>John C. Abbott</i>          |  |
| <i>/s/ Mark B. Justh</i>       | Director   |
| <i>Mark B. Justh</i>           |  |
| <i>/s/ James S. Pignatelli</i> | Director   |
| <i>James S. Pignatelli</i>     |  |
| <i>/s/ Jon D. Sawyer</i>       | Director   |
| <i>Jon D. Sawyer</i>           |  |

**INDEX TO EXHIBITS**

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 5.1        | Opinion of Akerman LLP.  |
| 23.1       | Consent of Ferlita, Walsh, Gonzalez & Rodriguez, P.A., Independent Registered Public Accounting Firm |
| 23.2       | Consent of Akerman LLP (included in Exhibit 5.1).  |

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