

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

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

**FORZA X1, INC.**

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

**Delaware**

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

**87-3159685**

*(I.R.S. Employer  
Identification Number)*

**3101 S. US-1  
Ft. Pierce, Florida 34982  
(772) 429-2525**

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

**FORZA X1, INC. 2022 STOCK INCENTIVE PLAN**  
*(Full title of the Plan)*

**Jim Leffew  
President and Chief Executive Officer  
Forza X1, Inc.  
3101 S. US-1  
Ft. Pierce, Florida 34982  
(772) 429-2525**

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

***Copies to:***

**Leslie Marlow, Esq.  
Hank Gracin, Esq.  
Patrick J. Egan, Esq.  
Blank Rome LLP  
1271 Avenue of the Americas  
New York, New York 10020  
(212) 885-5000**

*(Name, address and telephone number)*

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   
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 13(a) of the Exchange Act.

**Proposed sales to take place as soon after the effective date of this registration statement as awards granted under the above-named stock incentive plan are granted, exercised and/or or distributed.**

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

#### Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed with the Commission by Forza X1, Inc. (the "Registrant") pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's prospectus relating to the offering of its Common Stock to be filed with the Commission on August 8, 2022 pursuant to Rule 424(b) of the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-261884); and
- (b) The Registrant's Registration Statement on Form 8-A filed with the Commission pursuant to Section 12(b) of the Exchange Act, relating to the Registrant's Common Stock, including all other amendments and reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement (except for any information deemed furnished to, rather than filed with, the Commission) and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered 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.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein 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 herein modifies or supersedes such statement. Any such 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.

Not applicable.

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

Section 145 of the Delaware General Corporation Law empowers a corporation to indemnify its directors and officers and to purchase insurance with respect to liability arising out of their capacity or status as directors and officers, provided that the person acted in good faith and in a manner the person reasonably believed to be in the company's best interests, and, with respect to any criminal action, had no reasonable cause to believe the person's actions were unlawful. The Delaware General Corporation Law further provides that the indemnification permitted thereunder shall not be deemed exclusive of any other rights to which the directors and officers may be entitled under the corporation's bylaws, any agreement, a vote of stockholders or otherwise. The certificate of incorporation and the amended and restated certificate of incorporation of the Registrant to be in effect upon the completion of the Registrant's initial public offering provides for the indemnification of the registrant's directors and officers to the fullest extent permitted under the Delaware General Corporation Law. In addition, the amended and restated bylaws of the Registrant to be in effect upon the completion of the initial public offering require the Registrant to fully 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) by reason of the fact that such person is or was a director or officer of the Registrant, or is or was a director or officer of the registrant serving at the Registrant's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law.

Section 102(b)(7) of the Delaware General Corporation Law 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 duty as a director, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for payments of unlawful dividends or unlawful stock repurchases or redemptions; or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's certificate of incorporation and its amended and restated certificate of incorporation to be in effect upon the completion of the Registrant's initial public offering provides that the Registrant's directors shall not be personally liable to it or its stockholders for monetary damages for breach of fiduciary duty as a director and that if the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the registrant's directors shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

As permitted by the Delaware General Corporation Law, upon the completion of the Registrant's initial public offering, the Registrant intends to enter into separate indemnification agreements with each of the Registrant's directors and certain of the Registrant's officers, which require the Registrant, among other things, to indemnify them against certain liabilities that may arise by reason of their status as directors, officers or certain other employees of the Registrant.

The Registrant has obtained and will maintain insurance policies under which its directors and officers are insured, within the limits and subject to the limitations of those policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been directors or officers of the Registrant. The coverage provided by these policies may apply whether or not the Registrant would have the power to indemnify such person against such liability under the provisions of the Delaware General Corporation Law.

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

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit</b>	<b>Description</b>
3.1	<a href="#"><u>Certificate of Incorporation filed with the Secretary of State of Delaware on October 15, 2021(Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-261884), filed with the Securities and Exchange Commission on December 23, 2021)</u></a>
3.2	<a href="#"><u>Bylaws (Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-261884), filed with the Securities and Exchange Commission on December 23, 2021)</u></a>
3.3	<a href="#"><u>Certificate of Amendment to Certificate of Incorporation filed with the Secretary of State of Delaware on October 29, 2021(Incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-261884), filed with the Securities and Exchange Commission on December 23, 2021)</u></a>

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- 3.4 [Certificate of Amendment to Certificate of Incorporation filed with the Secretary of State of Delaware on July 22, 2022 \(Incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-261884\), filed with the Securities and Exchange Commission on July 25, 2022\)](#)
- 3.5 [Amended and Restated Certificate of Incorporation \(Incorporated by reference to Exhibit 3.5 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-261884\), filed with the Securities and Exchange Commission on July 29, 2022\)](#)
- 3.6 [Amended and Restated Bylaws \(Incorporated by reference to Exhibit 3.6 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-261884\), filed with the Securities and Exchange Commission on July 25, 2022\)](#)
- 4.1 [Specimen Common Stock Certificate \(Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-261884\), filed with the Securities and Exchange Commission on July 25, 2022\)](#)
- 5.1\* [Opinion of Blank Rome LLP](#)
- 23.1\* [Consent of Grassi & Co., P.C., Independent Registered Public Accounting Firm](#)
- 23.2\* [Consent of Blank Rome LLP \(contained in Exhibit 5.1\)](#)
- 24.1\* [Power of Attorney \(included on the signature page to this Registration Statement\)](#)
- 99.1 [Forza X1, Inc. 2022 Stock Incentive Plan and form of Incentive Plan Option Agreement, Non-Qualified Stock Option Agreement, and Restricted Stock Unit Agreement \(Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-261884\), filed with the Securities and Exchange Commission on July 25, 2022\)](#)
- 107\* [Filing Fee Table](#)

\* 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:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section 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 the 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.

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- (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 Section 15(d) of the Exchange Act that is incorporated by reference in the 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.
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## 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 Ft. Pierce, Florida, on the 12<sup>th</sup> day of August, 2022.

### FORZA X1, INC.

By: /s/ Jim Leffew  
Name: Jim Leffew  
Title: President and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrant, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission under the provisions of the Securities Act of 1933, as amended, hereby constitute and appoint Joseph C. Visconti and Jim Leffew, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments or supplements to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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 their 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 below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph C. Visconti</u> Joseph C. Visconti	Executive Chairman and Chief of Product Development	August 12, 2022
<u>/s/ Jim Leffew</u> Jim Leffew	President and Chief Executive Officer (Principal Executive Officer)	August 12, 2022
<u>/s/ Carrie Gunnerson</u> Carrie Gunnerson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 12, 2022
<u>/s/ Marcia Kull</u> Marcia Kull	Director	August 12, 2022
<u>/s/ Neil Ross</u> Neil Ross	Director	August 12, 2022
<u>/s/ Kevin Schuyler</u> Kevin Schuyler	Director	August 12, 2022

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# BLANKROME

1271 Avenue of the Americas | New York, NY 10020  
blankrome.com

August 12, 2022

Forza X1, Inc.  
3101 S. US-1  
Ft. Pierce, Florida 34982

**Re: Forza X1, Inc.—Registration Statement on Form S-8**

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the “*Registration Statement*”) filed on the date hereof by Forza X1, Inc., a Delaware corporation (the “*Company*”), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “*Securities Act*”), with respect to the registration of up to an aggregate of 1,500,000 shares of the Company’s common stock, par value \$0.001 per share (the “*Shares*”), that may be issued pursuant to the Company’s 2022 Stock Incentive Plan (the “*Plan*”).

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed relevant or appropriate for purposes of this opinion letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies. We have also assumed that all of the shares eligible for issuance under the Plan following the date hereof will be issued for not less than par value.

Based upon, and subject to, the foregoing, it is our opinion that the 1,500,000 Shares, when sold and issued in accordance with the provisions of the Plan and the Registration Statement and the related prospectus, will be validly issued, fully paid and non-assessable.

The opinions in this opinion letter are qualified in their entirety and subject to the following:

1. We express no opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.
2. This opinion is given as of the date hereof and is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We assume herein no obligation, and hereby disclaim any obligation, to make any inquiry after the date hereof or to advise you of any future changes in the foregoing or of any facts or circumstances that may hereafter come to our attention.

We consent to the reference to this firm as your counsel in the Registration Statement and to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ BLANK ROME  
BLANK ROME LLP

Blank Rome LLP | blankrome.com

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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 17, 2022, except for Note 10, as to which the date is July 22, 2022, related to the financial statements of Forza X1, Inc. as of December 31, 2021 (successor) and 2020 (predecessor) and for the period from October 15, 2021 through December 31, 2021 (successor), the period from January 1, 2021 through October 14, 2021 (predecessor) and for the year ended December 31, 2020 (predecessor). Our opinion includes an explanatory paragraph as to Forza X1, Inc.'s ability to continue as a going concern and an emphasis of matter paragraph related to the restatement of the financial statements.

*/s/Grassi & Co., CPAs, P.C.*

Jericho, New York  
August 12, 2022

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## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**Forza X1, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)(2)</sup>	Proposed Maximum Offering Price per Unit <sup>(3)</sup>	Maximum Aggregate Offering Price <sup>(3)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h) <sup>(3)</sup>	816,500 <sup>(3)</sup>	\$ 5.00	\$ 4,082,500	\$92.70 per \$1,000,000	\$ 378.45
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h) <sup>(3)</sup>	683,500 <sup>(4)</sup>	\$ 5.00	\$ 3,417,500	\$92.70 per \$1,000,000	\$ 316.80
<b>Total Offering Amounts</b>					<b>\$ 7,500,000</b>	<b>\$92.70 per \$1,000,000</b>	<b>\$ 695.25</b>
<b>Total Fee Offsets</b>							<b>—</b>
<b>Net Fee Due</b>							<b>\$ 695.25</b>

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, which become issuable under the 2022 Plan (as defined below) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration, which results in an increase in the number of our outstanding shares of common stock.
- (2) The 2022 Plan provides that additional shares will automatically be added to the shares authorized for issuance under the 2022 Plan on January 1 of each calendar year for a period of ten years commencing on January 1, 2023 and ending on (and including) January 1, 2032, in a number of shares of common stock equal to 4.5% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year; provided, however that the Registrant’s Board of Directors may act prior to January 1 of a given calendar year to provide that the increase for such year will be a lesser number of shares of common stock.
- (3) Pursuant to Rule 457(c) and 457(h)(1) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of calculating the amount of the registration fee and are based on a price of \$5.00 per share, which is (i) the price per share of common stock for the Registrant’s initial public offering of common stock that priced on August 11, 2022, and (ii) the weighted average exercise price of the outstanding options to purchase 816,500 shares of common stock previously awarded under the 2022 Plan.
- (4) Represents 683,500 shares of common stock available for future issuance under the 2022 Plan.