

**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)

**Joseph Visconti
Executive Chairman of the Board, Interim Chief Executive Officer and
Chief of Product Development
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.
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.

EXPLANATORY NOTE

Forza X1, Inc. (the "Registrant") is filing this Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") to register an additional 708,964 shares of the Registrant's common stock, par value \$0.001 per share (the "Common Stock"), pursuant to the Registrant's 2022 Stock Incentive Plan (the "Plan") (resulting from an automatic increase as of January 1, 2024 pursuant to an "evergreen" provision in the Plan). These shares of Common Stock are in addition to and of the same class as the Common Stock for which the Registrant's Registration Statement on Form S-8 that was filed with the SEC on April 26, 2023 (File No. 333-271457) and August 12, 2022 (File No. 333-266811) (the "Prior Registration Statements"). The contents of the Prior Registration Statements are 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.

Exhibit No.	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2022 (File No. 001-41469))
3.2	Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2022 (File No. 001-41469))
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (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 (File No. 333-261884) filed with the Securities and Exchange Commission on July 25, 2022)
107*	Filing Fee Table

* Filed herewith.

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 10th day of April, 2024.

FORZA X1, INC.

By: /s/ Joseph Visconti
Name: Joseph Visconti
Title: Executive Chairman of the Board, Interim Chief Executive Officer and Chief of Product Development

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, the individual's true and lawful attorney-in-fact and agent, 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 attorney-in-fact and agent, 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 attorney-in-fact and agent, 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 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 of the Board, Interim Chief Executive Officer and Chief of Product Development (Principal Executive Officer)	April 10, 2024
<u>/s/ Michael P. Dickerson</u> Michael P. Dickerson	Interim Chief Financial and Administrative Officer (Principal Financial Officer and Principal Accounting Officer)	April 10, 2024
<u>/s/ Marcia Kull</u> Marcia Kull	Director	April 10, 2024
<u>/s/ Neil Ross</u> Neil Ross	Director	April 10, 2024
<u>/s/ Kevin Schuyler</u> Kevin Schuyler	Director	April 10, 2024



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

April 10, 2024

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 708,964 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 708,964 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

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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 27, 2024, relating to the financial statements of Forza X1, Inc. as of and for the years ended December 31, 2023 and 2022, included in the Company's Form 10-K filed with the Securities and Exchange Commission on March 27, 2024. Our report includes an explanatory paragraph relating to substantial doubt about Forza X1, Inc.'s ability to continue as a going concern.

/s/ GRASSI & CO., CPAs, P.C.
Jericho, New York

Jericho, New York
April 10, 2024

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 ⁽¹⁾	Proposed Maximum Offering Price per Unit ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h) ⁽³⁾	708,964 ⁽³⁾	\$ 0.483	\$ 342,430	0.00014760	\$ 50.55
Total Offering Amounts					\$ 342,430	0.00014760	\$ 50.55
Total Fee Offsets							—
Net Fee Due							\$ 50.55

- (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 Stock Incentive Plan (the “2022 Plan”) 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) Represents an automatic annual increase equal to 4.5% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year; which increase is provided by the 2022 Plan.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high (\$0.49) and low (\$0.475) sales prices per share of the common stock on the Nasdaq Capital Market on April 8, 2024.