

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

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

**OCEAN POWER TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

22-2535818  
(I.R.S. Employer  
Identification No.)

1590 Reed Road  
Pennington, NJ 08534  
(Address and Zip Code of Principal Executive Offices)

**OCEAN POWER TECHNOLOGIES,  
INC.**  
**2015 OMNIBUS INCENTIVE PLAN**  
(Full title of the plan)

**Name, Address and Telephone**  
**Number of Agent for Service:**  
**George H. Kirby**  
**President and Chief Executive Officer**  
**Ocean Power Technologies, Inc.**  
**1590 Reed Road**  
**Pennington, NJ 08534**  
**(609) 730-0400**

**Copy of Communications to:**  
**Robert G. Reedy**  
**Kevin J. Poli**  
**Porter Hedges LLP**  
**1000 Main Street, 36th Floor**  
**Houston, Texas 77002-6336**  
**(713) 226-6000**

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 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 to be Registered     | Amount to be Registered(1) | Proposed Maximum Offering Price per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|--|----------------------------|--|--|----------------------------|
| Common Stock, par value \$.001 per share | 400,000                    | \$3.25                                       | \$1,308,000                                  | \$151                      |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also registers hereunder an indeterminate number of shares of common stock issuable as a result of the anti-dilution provisions of the Ocean Power Technologies, Inc. 2015 Omnibus Incentive Plan (the "Plan").
- (2) Pursuant to Rule 457(c), the registration fee is calculated on the basis of the average of the high and low sale prices for the common stock on the NYSE MKT on October 24, 2016, \$3.25. Pursuant to General Instruction E to Form S-8, the registration fee is calculated only with respect to additional securities registered under the Plan.



## Statement Under General Instruction E — Registration of Additional Securities

This registration statement registers an additional 400,000 shares of the common stock of Ocean Power Technologies, Inc. related to the 2015 Omnibus Incentive Plan, which are the same class as other securities for which a registration statement on Form S-8, File No. 333-208522 (the “Prior Registration Statement”), has been previously filed. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement is hereby incorporated by reference.

### Item 8. Exhibits

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 4.1                | Ocean Power Technologies, Inc. 2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company’s Registration Statement on Form S-8, File No. 333-208522, filed with the SEC on December 14, 2015). |
| 4.2                | First Amendment to the 2015 Omnibus Incentive Plan (incorporated herein by reference to Annex A to the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on September 2, 2016).                            |
| *5.1               | Opinion of Porter Hedges LLP with respect to the legality of the securities.   |
| *23.1              | Consent of KPMG LLP, Independent Registered Public Accounting Firm.  |
| *23.2              | Consent of Porter Hedges LLP (included in Exhibit5.1).   |
| *24.1              | Power of Attorney (included on signature page of this registration statement).   |

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Township of Hopewell, State of New Jersey, on this 28<sup>th</sup> day of October, 2016.

**OCEAN POWER TECHNOLOGIES, INC.**

By: /s/ George H. Kirby  
George H. Kirby  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George H. Kirby and Matthew T. Shafer, and each of them, either of whom may act without joinder of the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments and supplements to this registration statement, and to file the same, or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of either of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ George H. Kirby</u><br>George H. Kirby     | President, Chief Executive Officer and Director<br>(Principal Executive Officer)                        | October 28, 2016 |
| <u>/s/ Matthew T. Shafer</u><br>Matthew T. Shafer | Chief Financial Officer and Treasurer<br>(Principal Financial Officer and Principal Accounting Officer) | October 28, 2016 |
| <u>/s/ Terence J. Cryan</u><br>Terence J. Cryan   | Chairman of the Board   | October 28, 2016 |
| <u>/s/ Dean J. Glover</u><br>Dean J. Glover       | Vice Chairman of the Board  | October 28, 2016 |
| <u>/s/ Robert J. Burger</u><br>Robert J. Burger   | Director  | October 28, 2016 |
| <u>/s/ Steven M. Fludder</u><br>Steven M. Fludder | Director  | October 28, 2016 |
| <u>/s/ Robert K. Winters</u><br>Robert K. Winters | Director  | October 28, 2016 |

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## INDEX TO EXHIBITS

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| *23.1                  | Consent of KPMG LLP, Independent Registered Public Accounting Firm.  |
| *23.2                  | Consent of Porter Hedges LLP (included in Exhibit 5.1).  |
| *24.1                  | Power of Attorney (included on signature page of this registration statement).   |

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\* Filed herewith.

October 28, 2016

014660/0004

Ocean Power Technologies, Inc.  
1590 Reed Road  
Pennington, New Jersey 08534

Ladies and Gentlemen:

We have acted as counsel to Ocean Power Technologies, Inc., a Delaware corporation (the "Company"), in connection with the preparation for filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended. The Registration Statement relates to the registration of an additional 400,000 shares (the "Shares") of the Company's common stock, par value \$.001 per share (the "Common Stock"), issuable pursuant to the Company's 2015 Omnibus Incentive Plan (the "Plan").

We have examined the Plan and such corporate records, documents, instruments and certificates of the Company, and have reviewed such questions of law as we have deemed necessary, relevant or appropriate to enable us to render the opinion expressed herein. In such examination, we have assumed without independent investigation the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons, and the conformity of any documents submitted to us as copies to their respective originals. As to certain questions of fact material to this opinion, we have relied without independent investigation upon statements or certificates of public officials and officers of the Company.

Based upon such examination and review, we are of the opinion that the Shares have been duly and validly authorized and will, upon issuance and delivery as contemplated by the Plan, be validly issued, fully paid and non-assessable outstanding shares of Common Stock.

This Firm consents to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that this Firm is in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion is rendered on the date hereof and we disclaim any duty to advise you regarding any changes in the matters addressed herein.

Very truly yours,

/s/ Porter Hedges LLP

PORTER HEDGES LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Ocean Power Technologies, Inc.:

We consent to the use of our report dated July 15, 2016, with respect to the consolidated balance sheets of Ocean Power Technologies, Inc. and subsidiaries as of April 30 2016, and 2015, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the years in the two-year period ended April 30, 2016 incorporated herein by reference.

Our report dated July 15, 2016 contains an explanatory paragraph that states that the Company's cash balance, recurring losses from operations, and accumulated deficit raise substantial doubt about the Company's ability to continue as a going concern, as discussed in Note 1(b) to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
October 28, 2016