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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TRANSACT

Technologies Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

06-1456680

(I.R.S. Employer
Identification No.)

**2319 Whitney Avenue, Suite 3B
Hamden, CT 06518
(203) 859-6800**

(Address of principal executive offices, including zip code)

TRANSACT TECHNOLOGIES INCORPORATED 2014 EQUITY INCENTIVE PLAN, AS AMENDED AND RESTATED IN 2023
(Full title of the plan)

Steven A. DeMartino
President, Chief Financial Officer, Treasurer and Secretary
TransAct Technologies Incorporated
One Hamden Center, 2319 Whitney Avenue, Suite 3B
Hamden, CT 06518
(203) 859-6800

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

With a Copy to:

Scott W. Goodman, Esq.
Day Pitney LLP
One Jefferson Road
Parsippany, NJ 07054
(973) 966-8226

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 standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E to Form S-8, to register 700,000 additional shares of common stock, par value \$.01 per share (“Common Stock”), of TransAct Technologies Incorporated (the “Company” or the “Registrant”) to be offered pursuant to the TransAct Technologies Incorporated 2014 Equity Incentive Plan, as Amended and Restated in 2023 (the “Plan”). These shares of Common Stock are additional securities of the same class as other securities issuable under the Plan for which the Company has previously filed with the Securities and Exchange Commission (the “Commission”) a registration statement on Form S-8 (No. 333-203184) on April 1, 2015, a registration statement on Form S-8 (File No. 333-221514) on November 13, 2017 and a registration statement on Form S-8 (File No. 333-248054) on August 17, 2020 (collectively, the “Prior Registration Statements”). The Prior Registration Statements are currently effective and are incorporated herein by reference, and any items in the Prior Registration Statements not expressly changed hereby shall be as set forth in the Prior Registration Statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates the following documents herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on March 28, 2023, as amended on May 17, 2023.
 - (b) Portions of the Registrant’s definitive proxy statement of Schedule 14A, filed with the Commission on April 21, 2023, that are incorporated by reference into the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, as amended.
 - (c) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the Commission on May 15, 2023.
 - (d) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the Commission on August 10, 2023.
 - (e) The Registrant’s Current Reports on Form 8-K filed with the Commission on April 5, 2023, April 26, 2023, May 4, 2023, May 9, 2023 and June 7, 2023 (in each case excluding information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any related exhibits).
 - (f) The description of the Common Stock, \$.01 par value per share, contained in the Registrant’s Registration Statement on Form 8-A (File No. 000-21121), filed with the Commission pursuant to Section 12 of the Exchange Act on August 1, 1996, as most recently revised by the Registrant’s Form 8-A/A on February 18, 1999, and the portions of the Registrant’s Registration Statement on Form S-1 (File No. 333-06895), filed with the Commission on June 26, 1996, that are incorporated by reference in the description of the Common Stock contained in the Form 8-A.
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All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents; provided, however, that any reports or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K and any exhibits included with such items shall not be deemed incorporated by reference in this Registration Statement. Any statement contained herein or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for all purposes to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which is incorporated by reference herein modifies or replaces such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
|------------------------------|---|
| 4.1 | <u>TransAct Technologies Incorporated 2014 Equity Incentive Plan, as Amended and Restated in 2023 (incorporated by reference to Exhibit I to the Definitive Proxy Statement on Schedule 14A filed with the Commission on April 21, 2023, File No. 000-21121).</u> |
| 5.1 | <u>Opinion of Day Pitney LLP, filed herewith.</u> |
| 23.1 | <u>Consent of Marcum LLP, filed herewith.</u> |
| 23.2 | <u>Consent of Day Pitney LLP, filed herewith (included in the opinion filed as Exhibit 5.1).</u> |
| 24.1 | <u>Powers of Attorney, filed herewith (included on the signature page of this Registration Statement under the caption "Power of Attorney").</u> |
| 107 | <u>Filing Fee Table, filed herewith.</u> |

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 Hamden in the State of Connecticut, on this 10th day of August, 2023.

TRANSACT TECHNOLOGIES INCORPORATED

(Registrant)

By: /s/ Steven A. DeMartino

Name: Steven A. DeMartino

Title: President, Chief Financial Officer, Treasurer and Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John M. Dillon and Steven A. DeMartino, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by TransAct Technologies Incorporated, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority 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 their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Name | Title | Date |
|---|---|-----------------|
| <u>/s/ John M. Dillon</u> John M. Dillon | Chief Executive Officer (Principal Executive Officer) | August 10, 2023 |
| <u>/s/ Steven A. DeMartino</u> Steven A. DeMartino | President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer) | August 10, 2023 |
| <u>/s/ William J. DeFrances</u> William J. DeFrances | Vice President & Chief Accounting Officer (Principal Accounting Officer) | August 10, 2023 |
| <u>/s/ Haydee Olinger</u> Haydee Olinger | Chair of the Board | August 10, 2023 |
| <u>/s/ Audrey P. Dunning</u> Audrey P. Dunning | Director | August 10, 2023 |
| <u>/s/ Daniel M. Friedberg</u> Daniel M. Friedberg | Director | August 10, 2023 |
| <u>/s/ Randall S. Friedman</u> Randall S. Friedman | Director | August 10, 2023 |
| <u>/s/ Emanuel P. N. Hilario</u> Emanuel P. N. Hilario | Director | August 10, 2023 |



BOSTON CONNECTICUT FLORIDA NEW JERSEY NEW YORK PROVIDENCE WASHINGTON, DC

August 10, 2023

TransAct Technologies Incorporated
One Hamden Center
2319 Whitney Avenue, Suite 3B
Hamden, CT 06518

Re: TransAct Technologies Incorporated
Registration of 700,000 Shares of Common Stock

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") filed by TransAct Technologies Incorporated, a Delaware corporation (the "Company"), relating to the registration under the Securities Act of 1933, as amended (the "Act"), of 700,000 shares of common stock of the Company, \$.01 par value (the "Shares"), issuable upon the exercise of stock options or stock appreciation rights or upon the grant of other stock-based awards available for grant under the TransAct Technologies Incorporated 2014 Equity Incentive Plan, as Amended and Restated (the "Plan").

In connection with our opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the Plan, the Registration Statement, the Certificate of Incorporation of the Company, as amended, and the Amended and Restated By-laws of the Company, each as currently in effect, relevant resolutions of the Board of Directors of the Company or committees thereof and such corporate records, documents, agreements, instruments and certificates of public officials of the State of Delaware and of officers of the Company as we have deemed necessary or appropriate in order to express the opinion hereinafter set forth.

In our examination of such documents and records, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and of all original documents the copies of which are submitted to us, the legal capacity of natural persons, the conformity with the originals of all documents submitted to us as copies, that the persons identified to us as officers are actually serving as such, and that any certificates representing the Shares will be properly executed by one or more such persons.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that, when the Registration Statement shall have become effective under the Act and the Shares have been duly issued and delivered in the manner contemplated by the Registration Statement (including the related prospectus which is not filed herewith) and the Plan, upon payment of the agreed consideration therefor, if any, in accordance with the Plan, the Shares will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to General Corporation Law of the State of Delaware. We express no opinion as to the effect of the laws of any other jurisdiction. This opinion letter is rendered as of the date hereof and we express no opinion as to circumstances or events that may occur subsequent to such date. We assume no obligation or responsibility to supplement or update this opinion letter, or to advise any person of changes of law or the interpretation thereof, or any changes of fact, that occur after the date hereof, even though such changes may affect a legal analysis, conclusion, informational confirmation or opinion set forth in this opinion letter.

We hereby consent to the use of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not hereby concede that we are within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DAY PITNEY LLP

DAY PITNEY LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of TransAct Technologies Incorporated on Form S-8 of our report dated March 27, 2023, with respect to our audits of the consolidated financial statements of TransAct Technologies Incorporated as of December 31, 2022 and 2021 and for the years then ended appearing in the Annual Report on Form 10-K of TransAct Technologies Incorporated for the year ended December 31, 2022.

Our report on the consolidated financial statements refers to a change in the method of accounting for its method of inventory valuation from standard cost (which approximated actual cost on a "first-in, first-out" basis) to the average cost method of inventory accounting, which was applied retrospectively to all periods presented.

/s/ Marcum LLP

Marcum LLP
Hartford, CT
August 10, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

TransAct Technologies Incorporated
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered⁽¹⁾ | Proposed Maximum Offering Price Per Share⁽²⁾ | Maximum Aggregate Offering Price⁽²⁾ | Fee Rate | Amount of Registration Fee |
|-------------------------------|---|-----------------------------|--|--|---|--------------------------|-----------------------------------|
| Equity | Common Stock, par value \$.01 per share | Rule 457(c) and Rule 457(h) | 700,000 | \$7.70 | \$5,390,000 | \$110.20 per \$1,000,000 | \$593.98 |
| Total Offering Amounts | | | | | \$5,390,000 | | \$593.98 |
| Total Fee Offsets | | | | | | | \$0 |
| Net Fee Due | | | | | | | \$593.98 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares of Common Stock as may be issued in the event of a stock dividend, stock split, recapitalization or other similar transaction.
- (2) Shares of Common Stock newly reserved under the TransAct Technologies Incorporated 2014 Equity Incentive Plan, as Amended and Restated in 2023. Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, the proposed maximum offering price per share was calculated on the basis of the average of the high and low prices per share of our Common Stock as reported on the Nasdaq Global Market on August 7, 2023, a date within five business days prior to the filing of this registration statement.
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