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

**FORM S-3
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.)

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

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

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

With copies to:

**Scott W. Goodman, Esq.
Gretchen E. Blauvelt-Marquez, Esq.
Day Pitney LLP
605 Third Avenue
31st Floor
New York, NY 10158
(212) 297-2436**

**Approximate date of commencement of proposed sale of securities to the public:
As soon as practicable after this Registration Statement becomes effective, subject to market conditions.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-248055**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box

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

Accelerated filer

Non-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 7(a)(2)(B) of the Securities Act

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$.01 per share	\$2,040,400	\$222.61

(1) The Registrant previously registered such indeterminate number of securities as would have an aggregate offering price not to exceed \$20,000,000 on a Registration Statement on Form S-3 (File No. 333-248055) filed on August 17, 2020, and declared effective on August 21, 2020 (the "Prior Registration Statement"). Of such securities, an aggregate of \$9,798,000 have been sold under such Prior Registration Statement, leaving a remaining balance of \$10,202,000 as of the date of this filing. The Registrant is filing this registration statement solely for the purpose of increasing the aggregate principal amount of securities being offered by \$2,040,400 pursuant to Rule 462(b) of the Securities Act of 1933, as amended.

(2) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

This Registration Statement relates to the Registration Statement on Form S-3 (File No. 333-248055) (the “Prior Registration Statement”), declared effective on August 21, 2020 by the Commission, and is being filed for the purpose of registering additional securities in an amount that does not exceed 20% of the Proposed Maximum Aggregate Offering Price of securities remaining available for issuance under the Prior Registration Statement. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Prior Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The required opinion and consents are listed on the Exhibit Index included herein, and are filed with this Registration Statement.

EXHIBIT INDEX

Exhibit No.	Description of Exhibits
5.1*	Opinion of Day Pitney LLP
23.1*	Consent of Marcum LLP
23.2*	Consent of PricewaterhouseCoopers LLP
23.3*	Consent of Day Pitney LLP (included in Exhibit 5.1)
24.1	Power of Attorney (filed as Exhibit 24.1 to the Registrant’s Registration Statement on Form S-3 (File No. 333-248055), initially filed with the Commission on August 17, 2020)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Hamden, State of Connecticut, on this 11th day of August, 2021.

TRANSACT TECHNOLOGIES INCORPORATED
(Registrant)

By: /s/ Steven A. DeMartino
Name: Steven A. DeMartino
Title: President, Chief Financial Officer, Treasurer and
Secretary

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>*</u> Bart C. Shuldman	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 11, 2021
<u>/s/ Steven A. DeMartino</u> Steven A. DeMartino	President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)	August 11, 2021
<u>*</u> David B. Peters	Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 11, 2021
<u>*</u> John M. Dillon	Director	August 11, 2021
<u>*</u> Emanuel P. N. Hilario	Director	August 11, 2021
<u>*</u> Haydee Olinger	Director	August 11, 2021
<u>Randall S. Friedman</u>	Director	August 11, 2021

*By: /s/ Steven A. DeMartino
Steven A. DeMartino
Attorney-in-fact

August 11, 2021

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

We refer to the Registration Statement on Form S-3 (the “Rule 462(b) Registration Statement”) of TransAct Technologies Incorporated, a Delaware corporation (the “Company”), filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Act”), relating to the issuance and sale by the Company of its common stock, par value \$.01 per share (“Company common stock”), for a maximum aggregate offering price not to exceed \$2,040,400 (the “Securities”). The Rule 462(b) Registration Statement incorporates by reference the Company’s earlier effective Registration Statement on Form S-3 (File No. 333-248055) filed with the Securities and Exchange Commission (the “Commission”) on August 17, 2020 and declared effective on August 21, 2020 (together with the Rule 462(b) Registration Statement, the “Registration Statements”).

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statements or the related prospectus, other than as expressly stated herein with respect to the issuance of any Securities.

We have examined originals, or copies certified or otherwise identified to our satisfaction, of the Registration Statements, the Certificate of Incorporation of the Company, as amended (the “Certificate of Incorporation”), 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 opinions hereinafter set forth.

In such examination, we have assumed, without inquiry, the legal capacity of all natural persons, the genuineness of all signatures on all documents examined by us, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all such documents submitted to us as copies and the authenticity of the originals of such latter documents. We have also assumed that the books and records of the Company are maintained in accordance with proper corporate procedures. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the aforementioned records, documents, agreements, instruments and certificates and upon statements and certificates of officers and representatives of the Company and public officials.

TransAct Technologies Incorporated
August 11, 2021
Page 2

Based upon, and subject to, the foregoing, and subject to the limitations, qualifications and assumptions stated herein, we are of the opinion that, as of the date hereof, (i) when an issuance of Securities has been duly authorized by all necessary corporate action of the Company, and (ii) upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statements, such Securities will be validly issued, fully paid and nonassessable.

In connection with the opinion expressed above, we have assumed that, at the time of the delivery of any of the Securities, (i) the Board of Directors of the Company shall have duly authorized the issuance and sale of such Securities and such authorization shall not have been modified or rescinded; (ii) the Company shall remain in good standing and shall have a legal corporate existence under the laws of the State of Delaware; (iii) the Rule 462(b) Registration Statement shall have become effective under the Act and such effectiveness shall not have been terminated or rescinded; (iv) the number of Securities to be offered and sold under the Registration Statements shall not exceed the number of shares of Company common stock authorized in the Certificate of Incorporation; and (v) there shall not have occurred any change in law affecting the validity of such Securities.

The foregoing opinions are limited to the General Corporation Law of the State of Delaware. We express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our firm under the heading "Legal Matters" in the related prospectus. 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 Commission thereunder.

Very truly yours,

/s/Day Pitney LLP

DAY PITNEY LLP

SWG; ESK

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-3 of our report dated March 12, 2021, with respect to our audit of the consolidated financial statements of TransAct Technologies Incorporated as of December 31, 2020 and for the year then ended, appearing in the Annual Report on Form 10-K of TransAct Technologies Incorporated for the year ended December 31, 2020. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is incorporated by reference in this Registration Statement.

/s/ Marcum LLP

Marcum LLP
Hartford, CT
August 11, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 16, 2020 relating to the financial statements, which appears in TransAct Technologies Incorporated's Annual Report on Form 10-K for the year ended December 31, 2020. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form S-3 (No. 333-248055) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Hartford, Connecticut
August 11, 2021
