

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Aqua Metals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

47-1169572

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

1010 Atlantic Avenue
Alameda, California

(Address of Principal Executive Offices)

94501

(Zip Code)

Amended and Restated 2014 Stock Incentive Plan
(Full title of the plan)

Daniel K. Donahue
Greenberg Traurig, LLP
3161 Michelson Drive, Suite 1000
Irvine, California 92612
(949) 732-6500

(Name and address of agent for service)

(949) 732-6500

(Telephone number, including area code, of agent for service)

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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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 or accounting standards pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	750,000 shares	\$ 12.99(2)	\$ 9,742,500(2)	\$ 1,129.16

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of additional shares which may be offered and sold as a result of anti-dilution provisions described in the above-referenced plan.

(2) Estimated solely for the purpose of calculating the amount of the registration fee and calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed by the Registrant to register 750,000 additional shares (the “Additional Shares”) of the Registrant’s Common Stock issuable under the Aqua Metals, Inc. Amended and Restated 2014 Stock Incentive Plan (the “Plan”). The Additional Shares are in addition to the Common Stock previously registered for issuance on the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on June 3, 2016 (File No. 333-211810) (the “Prior Registration Statement”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statement are incorporated by reference and made part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibits</u>	
<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
5.1	Opinion and Consent of Greenberg Traurig, LLP	Filed electronically herewith
23.1	Consent of Armanino LLP	Filed electronically herewith
23.4	Consent of Greenberg Traurig, LLP	Included in Exhibit 5.1
24.1	Power of Attorney	Included on the signature page to this registration statement
99.1	Aqua Metals, Inc. 2014 Amended and Restated Stock Incentive Plan	Incorporated by reference from the Company’s Definitive Proxy Statement filed with the SEC on April 24, 2017

INDEX TO EXHIBITS

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GREENBERG TRAUIG, LLP
3161 Michelson Drive, Suite 1000
Irvine, CA 92612

June 13, 2017

Aqua Metals, Inc.
1010 Atlantic Avenue
Alameda, California 94501

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Aqua Metals, Inc. (the “Company”) in connection with its Registration Statement on Form S-8, as may be amended and supplemented from time to time (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in connection with the registration by the Company of 750,000 shares (the “Shares”) of common stock, \$0.001 par value per share (the “Common Stock”), of the Company issuable under the Company’s Amended and Restated 2014 Stock Incentive Plan.

For purposes of rendering this opinion, we have examined originals or copies of such documents and records as we have deemed appropriate. In conducting such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and conformity to original documents of all documents submitted to us as copies.

Based upon and subject to the foregoing and the effect, if any, of the matters discussed below, after having given due regard to such issues of law as we deemed relevant, we are of the opinion that the Shares, when issued, delivered and paid for in accordance with the relevant plan and the terms of the individual option agreements and stock agreements, as applicable, will be legally issued, fully paid and non-assessable.

We are furnishing this opinion to the Company solely in connection with the Registration Statement. This opinion may not be relied on by, nor copies delivered to, any other person or entity without our prior written consent. Notwithstanding the preceding sentence we hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to its use as part of the Registration Statement.

Very truly yours,

/s/ GREENBERG TRAUIG, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference of our report dated March 2, 2017, with respect to the consolidated financial statements of Aqua Metals, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission, in this Registration Statement on Form S-8 and related Prospectus of Aqua Metals, Inc. for the registration of up to 750,000 shares of its common stock.

/s/ Armanino LLP

San Ramon, California
June 13, 2017
