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#### 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	47-1169572
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)
1010 Atlantic Avenue	
Alameda, California	94501
(Address of Principal Executive Offices)	(Zip Code)
Amended and Restated 2014 Stock In (Full title of the plan)	centive Plan
Daniel K. Donahue Greenberg Traurig, LLP	
3161 Michelson Drive, Suite 1	000
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 filter, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "smaller reporting company," and "emerging company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer $\square$	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.  $\boxtimes$ 

## CALCULATION OF REGISTRATION FEE

		Proposed Maximum	Propose	ed Maximum	
Title of Securities	Amount to be	Offering	Aggreg	ate Offering	Amount of
to be Registered	Registered (1)	Price per Share		Price	Registration Fee
Common Stock	750,000 shares	\$ 12.99	9(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.

Exhibit No.	<b>Description of Exhibits</b>	
Exhibit No.	Description	Method of Filing
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

#### **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 of 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 city of Alameda, California on June 13, 2017.

AQUA METALS, INC.

By: /s/ Stephen R. Clarke
Stephen R. Clarke
Chief Executive Officer

#### POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Stephen R. Clarke and Thomas Murphy, and each of them, as such person's true and lawful attorney-in-fact and agent, each with full powers of substitution and re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any or all amendments (including post effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on June 13, 2017 by the following persons in the capacities indicated.

Signature	1 itle
/s/ Stephen R. Clarke Stephen R. Clarke	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Thomas Murphy Thomas Murphy	Chief Financial Officer and Director (Principal Financial and Accounting Officer)
/s/ Vincent L. DiVito Vincent L. DiVito	Director
/s/ Mark Slade Mark Slade	Director
Mark Stevenson	Director
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# INDEX TO EXHIBITS

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#### GREENBERG TRAURIG, 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 TRAURIG, 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