

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

FORM S-1
 REGISTRATION STATEMENT
 UNDER THE
 SECURITIES ACT OF 1933

VERB TECHNOLOGY COMPANY, INC.

(Exact name of registrant as specified in its charter)

Nevada
 (State or other jurisdiction of
 incorporation or organization)

7200
 (Primary Standard Industrial
 Classification Code No.)

90-1118043
 (I.R.S. Employer
 Identification No.)

2210 Newport Boulevard, Suite 200
Newport Beach, California 92663
(855) 250-2300

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

Rory J. Cutaia
Chairman of the Board, Chief Executive Officer, President and Secretary
Verb Technology Company, Inc.
2210 Newport Boulevard, Suite 200
Newport Beach, California 92663
(855) 250-2300

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

Copies to:

Larry A. Cerutti, Esq.
Dean Longfield, Esq.
Troutman Pepper Hamilton Sanders LLP
5 Park Plaza, Suite 1400
Irvine, California 92614
(949) 622-2700/(949) 622-2739 (fax)

Samuel E. Feigin, Esq.
Crowell & Moring LLP
1001 Pennsylvania Avenue NW
Washington, District of Columbia 20004
(202) 624-2594/(202) 624-2500 (fax)

Approximate date of proposed sale to the public: From time to time after this registration becomes effective.

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, check the following box. ☒ [X]

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 number of the earlier effective registration statement for the same offering. ☒ [X] **333-239055**

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 post-effective amendment filed pursuant to Rule 462(d) 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. ☐ []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 ☒ [X]

Accelerated filer ☐ []
 Smaller reporting company ☒ [X]
 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. ☐ []

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽²⁾
Common Stock, \$0.0001 par value per share	2,300,000	298.54
Total	\$ 2,300,000	\$ 298.54

- (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended (the “Securities Act”). In accordance with Rule 416 under the Securities Act, the registrant is also registering hereunder an indeterminate number of shares of common stock that may be issued as a result of stock splits, stock dividends or similar transactions. Also includes the offering price of additional common stock that the underwriter has the option to purchase to cover over-allotments, if any.
- (2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum offering price of all securities being registered.

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

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register up to an aggregate of \$2,300,000 in additional shares of Verb Technology Company, Inc.'s common stock, par value \$0.0001 per share. The contents of the Registration Statement on Form S-1 (Registration No. 333-239055), as amended, including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on July 21, 2020, are incorporated by reference in this Registration Statement.

Item 16. Exhibits and Financial Statement Schedules.

Exhibit Number	Description
5.1*	<u>Opinion of Troutman Pepper Hamilton Sanders LLP.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Troutman Pepper Hamilton Sanders LLP (included in Exhibit 5.1).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on this 22nd day of July, 2020.

Verb Technology Company, Inc.,
a Nevada corporation

By: /s/ RORY J. CUTAIA

Rory J. Cutaia
President, Chief Executive Officer, Secretary and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ RORY J. CUTAIA</u> Rory J. Cutaia	President, Chief Executive Officer (principal executive officer), Secretary and Director	July 22, 2020
<u>/s/ JAMES P. GEISKOPF</u> James P. Geiskopf	Lead Director	July 22, 2020
<u>/s/ JEFFREY CLAYBORNE</u> Jeffrey Clayborne	Chief Financial Officer (principal financial and accounting officer) and Treasurer	July 22, 2020
<u>/s/ PHILIP J. BOND</u> Philip J. Bond	Director	July 22, 2020
<u>/s/ KENNETH S. CRAGUN</u> Kenneth S. Cragun	Director	July 22, 2020
<u>/s/ NANCY HEINEN</u> Nancy Heinen	Director	July 22, 2020
<u>/s/ JUDITH HAMMERSCHMIDT</u> Judith Hammerschmidt	Director	July 22, 2020

Troutman Pepper Hamilton Sanders LLP
5 Park Plaza, Suite 1400
Irvine, CA 92614-2545

troutman.com



July 22, 2020

Verb Technology Company, Inc.
2210 Newport Boulevard, Suite 200
Newport Beach, CA 92663

Re: Securities Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-1 (as amended or supplemented, the "**Registration Statement**") pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), relating to the registration of the offering by Verb Technology Company, Inc., a Nevada corporation (the "**Company**") of up to \$2,300,000 in the aggregate of shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share, including Shares purchasable by the underwriter upon its exercise of an over-allotment option granted to the underwriter by the Company. The Shares are being sold to the underwriter named in, and pursuant to, an underwriting agreement among the Company and such underwriter (the "**Underwriting Agreement**").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Nevada Revised Statutes and the law of New York.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ TROUTMAN PEPPER HAMILTON SANDERS LLP

Troutman Pepper Hamilton Sanders LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated May 14, 2020, relating to the consolidated financial statements of Verb Technology Company, Inc. as of December 31, 2019 and 2018 and for the years then ended. We also consent to the reference to our firm under the caption “Experts”.

/s/ WEINBERG & COMPANY, P.A.

Weinberg & Company, P.A.
Los Angeles, California
July 22, 2020
