

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

FORM S-3
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)*

90-1118043

*(I.R.S. Employer
Identification Number)*

**782 South Auto Mall Drive
American Fork, Utah 84003
(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.
782 South Auto Mall Drive
American Fork, Utah 84003
(855) 250-2300**

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

Copies to:

**Zabi Nowaid, Esq.
General Counsel
Verb Technology Company, Inc.
782 South Auto Mall Drive
American Fork, Utah 84003
(855) 250-2300**

**Ryan C. Wilkins, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000**

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

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. (File No. 333-252167)

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
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 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 Offering Price ⁽¹⁾	Amount of Registration Fee ⁽²⁾
Common Stock, \$0.0001 par value per share	\$ 9,356,320	\$ 867.33

(1) There are being registered hereunder such indeterminate number of shares of the registrant's common stock, \$0.0001 par value per share (the "**Common Stock**"), as shall have an aggregate initial offering price not to exceed \$9,356,320. The registrant previously registered securities with an aggregate offering price not to exceed \$75,000,000 on a Registration Statement on Form S-3 (File No. 333-252167), which was filed by the registrant on January 15, 2021 and declared effective on January 22, 2021 (the "**Prior Registration Statement**"). In accordance with Rule 462(b) under the Securities Act, an additional amount of the Common Stock having a proposed maximum aggregate offering price of \$9,356,320 is hereby registered representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this registration statement and the Prior Registration Statement exceed the maximum aggregate offering price of all securities registered under such registration statements.

(2) Calculated pursuant to Rule 457(o) under the Securities Act.

This 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 on Form S-3 (this "**Rule 462(b) Registration Statement**") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**"), for the purpose of registering an additional \$9,356,320 in shares of the common stock, \$0.0001 par value per share, of Verb Technology Company, Inc. (the "**Company**").

This Rule 462(b) Registration Statement relates to the Registration Statement on Form S-3 (File No. 333-252167) (the "**Prior Registration Statement**"), which was previously filed by the registrant with the Securities and Exchange Commission (the "**Commission**") on January 15, 2021 and declared effective on January 22, 2021. The Prior Registration Statement registered securities with an aggregate offering price not to exceed \$75,000,000. As of the date hereof, an aggregate of \$24,004,703 of such securities has been issued and sold pursuant to the Prior Registration Statement. In addition, an aggregate of \$4,051,617 of such securities may be sold in transactions that are deemed to be "at-the-market" offerings as defined in Rule 415(a)(4) under the Securities Act. Accordingly, an aggregate of \$46,943,680 of securities are not subject to issuance pursuant to the "at-the-market" offerings and otherwise remain available to be offered and sold under the Prior Registration Statement (collectively, the "**Unallocated Securities**"). In accordance with Rule 462(b) under the Securities Act, the additional amount of Common Stock having a proposed maximum aggregate offering price of \$9,356,320 that is being registered hereunder represents no more than 20% of the Unallocated Securities under the Prior Registration Statement.

Pursuant to Rule 462(b) under the Securities Act, the contents of the Prior Registration Statement, including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein, and each of the exhibits thereto, are hereby incorporated by reference into this Rule 462(b) Registration Statement.

INDEX OF EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Provided Herewith
		Form	File No.	Date of First Filing		
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.					X
23.1	Consent of Independent Registered Public Accounting Firm.					X
23.2	Consent of Stradling Yocca Carlson & Rauth, P.C. (included in Exhibit 5.1).					X
24.1*	Power of Attorney.	S-3	333-252167	January 15, 2021		

* Previously filed.

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 City of American Fork, State of Utah, on January 12, 2022.

VERB TECHNOLOGY COMPANY, INC.

By: /s/ Rory J. Cutaia
Rory J. Cutaia
Chairman of the Board, Chief Executive Officer, President and Secretary
(Principal Executive Officer)

By: /s/ Jeffrey R. Clayborne
Jeffrey R. Clayborne
Chief Financial Officer
(Principal Financial and Accounting Officer)

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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rory J. Cutaia</u> Rory J. Cutaia	Chairman of the Board, Chief Executive Officer, President and Secretary (Principal Executive Officer)	January 12, 2022
<u>/s/ Jeffrey R. Clayborne</u> Jeffrey R. Clayborne	Chief Financial Officer (Principal Financial and Accounting Officer)	January 12, 2022
<u>*</u> James P. Geiskopf	Lead Independent Director	January 12, 2022
<u>*</u> Phillip J. Bond	Director	January 12, 2022
<u>*</u> Kenneth S. Cragun	Director	January 12, 2022
<u>*</u> Judith Hammerschmidt	Director	January 12, 2022
<u>*</u> Nancy Heinen	Director	January 12, 2022

*By: /s/ Rory J. Cutaia
Rory J. Cutaia
Attorney-in-Fact



Stradling Yocca Carlson & Rauth
A Professional Corporation
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660-6422
949 725 4000
stradlinglaw.com

January 12, 2022

Verb Technology Company, Inc.
782 South Auto Mall Drive
American Fork, Utah 84003

Re: *Securities Registered under Registration Statement on Form S-3*

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Verb Technology Company, Inc., a Nevada corporation (the "**Company**"), of a Registration Statement on Form S-3 with the Securities and Exchange Commission (the "**Commission**") on January 12, 2022 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Rule 462(b) Registration Statement**"). The Rule 462(b) Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (File No. 333-252167) originally filed by the Company with the Commission on January 15, 2021, and declared effective on January 22, 2021 (the "**Original Registration Statement**" and together with the Rule 462(b) Registration Statement, the "**Registration Statement**"), including the prospectus which forms a part of such Registration Statement (the "**Base Prospectus**"), as supplemented from time to time by one or more prospectus supplements (each a "**Prospectus Supplement**," and together with the Base Prospectus, the "**Prospectus**"). The Rule 462(b) Registration Statement covers an additional \$9,356,320 in shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**").

In connection with the preparation of this opinion, we have examined such documents, including the Company's Articles of Incorporation, as amended and in effect on the date hereof, the Company's Amended and Restated Bylaws, as in effect on the date hereof, and the resolutions adopted by the Company's Board of Directors relating to the Registration Statement, the Prospectus and the issuance of the Shares. We have also considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinions, we have relied upon the certificates of certain officers of the Company without independent investigation or verification.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in the manner described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to the General Corporation Law of the State of Delaware, and we express no opinion herein concerning the application or effect of the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and further consent to the reference to us in the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

This opinion is intended solely for use in connection with the issuance and sale of the Shares pursuant to the Registration Statement and the Prospectus and is not to be relied upon for any other purpose or delivered to or relied upon by any other person without our prior written consent. This opinion is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, P.C.

/s/ *Stradling Yocca Carlson & Rauth, P.C.*

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Verb Technology Company, Inc. of our report dated March 31, 2021, relating to the consolidated financial statements of Verb Technology Company, Inc. as of December 31, 2020 and 2019, and for the year then ended (which report contains an explanatory paragraph describing conditions that raise substantial doubt about Verb Technology Company, Inc.'s ability to continue as a going concern) appearing in the Annual Report on Form 10-K of Verb Technology Company, Inc. for the year ended December 31, 2020.

/s/ Weinberg & Company, P.A.
Los Angeles, California
January 12, 2022
