

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

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

Soliton, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

5304 Ashbrook Drive, Houston, Texas

(Address of Principal Executive Offices)

36-4729076

(I.R.S. Employer Identification Number)

77081

(Zip Code)

Soliton, Inc. 2018 Stock Plan (as amended)

(Full title of the plans)

Lori Bisson, Chief Financial Officer

5304 Ashbrook Drive, Houston, Texas

Houston, Texas 77081

(Name and address of agent for service)

Copies to:

Cavas S. Pavri, Esq.
Schiff Hardin LLP
100 N. 18th, Suite 300
Philadelphia, PA 19103
(202) 724-6847
Facsimile: (202) 778-6460

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 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 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 (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.001 par value	750,000	\$7.60	\$5,700,000	\$621.87

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers any additional shares of Soliton, Inc. common stock that may be granted under the Soliton, Inc. 2018 Stock Plan, as amended, to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) The proposed maximum offering price for these shares has been estimated solely for the purpose of calculating the registration fee based in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, upon the price of \$7.595 per share, the average of the high and low prices of the registrant's common stock of as reported on the Nasdaq Stock Market on October 5, 2020.

**INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of Soliton, Inc. (the "Company") on Form S-8 relating to the same employee benefit plan is effective. This Registration Statement registers an additional 750,000 shares of common stock of the Company to be issued pursuant to the Company's 2018 Stock Plan, as amended (the "Equity Plan"). The contents of the previous Registration Statement on Form S-8 filed by us with the SEC for the Equity Plan on July 12, 2019 (file no. 333-232636), including any amendments thereto, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Securities and Exchange Commission:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2019 (filed on March 29, 2020);
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 (filed on May 13, 2020) and June 30, 2020 (filed on August 11, 2020);
- (c) The Company's Current Reports on Form 8-K filed on March 11, 2020, April 1, 2020, June 15, 2020; June 22, 2020; and June 29, 2020;
- (d) The Company's Definitive Proxy Statement on Schedule 14A filed on May 20, 2020
- (e) The description of our common stock, par value \$0.001 per share contained in our Registration Statement on Form 8-A/A, dated and filed with the SEC on February 15, 2019, and any amendment or report filed with the SEC for the purpose of updating the description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and all reports on Form 8-K subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as a part of or incorporated by reference into this Registration Statement:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of Soliton, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed February 22, 2019)
4.2	Amended and Restated Bylaws of Soliton, Inc. (incorporated by reference to Exhibit 2.2 to the Registrant's Form 1-A, file number 024-10854)
4.3	Form of Common Stock Certificate (incorporated by reference to exhibit 4.1 of the Form 10-K filed March 29, 2019)
4.4	2018 Stock Plan of Soliton, Inc., as amended, and forms of award agreements thereunder (incorporated by reference to Exhibit 99.1 to the Registrant's Form S-8, file number 333-232636)
5#	Opinion of Schiff Hardin LLP
23.1#	Consent of Dixon Hughes Goodman LLP
23.2#	Consent of Marcum LLP
23.3#	Consent of Schiff Hardin LLP (included in Exhibit 5)
24	Power of Attorney (included in the signature pages of this Registration Statement)

Filed herewith.

October 9, 2020

Soliton, Inc.
5304 Ashbrook Drive
Houston, Texas 77081

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Soliton, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 (the "Act"), registering a total of 750,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issuable pursuant to the Soliton, Inc. 2018 Stock Plan, as amended (the "Plan").

In rendering this opinion, we have examined: (i) the Certificate of Incorporation and By-laws of the Company, as amended to date and as filed in the Registration Statement; (ii) the Registration Statement; and (iii) such statutory provisions, certificates and other documents as we have deemed appropriate or necessary as a basis for the opinions hereinafter expressed. We have also examined such other documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents.

Based upon the foregoing and in reliance thereon, it is our opinion that, as of the date hereof, the Shares to be issued under the Plan have been duly authorized by all necessary corporate action of the Company, and, upon the issuance and delivery of, and payment for, the Shares in the manner contemplated by the Plan and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Shares pursuant to the terms of the Plan, including, without limitation, collection of required payment for the Shares, if applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited to the Federal law of the United States and the General Corporation Law of the State of Delaware, and we express no opinion as to the laws of any other jurisdiction. This opinion is rendered pursuant to Item 601(b)(5)(i) of Regulation S-K under the Act. The opinions expressed in this opinion letter are as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date. The opinions herein are limited to the matters expressly set forth in this opinion letter, and no opinion or representation is given or may be inferred beyond the opinions expressly set forth in this opinion letter.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference made to this firm in the Registration Statement under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Schiff Hardin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this registration statement on Form S-8 of Soliton, Inc. (the "Company") of our report dated March 2, 2020, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of the Company as of December 31, 2019 and for the year then ended, which appears in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ Dixon Hughes Goodman LLP

Atlanta, Georgia
October 9, 2020

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Soliton, Inc. on Form S-8 of our report which includes an explanatory paragraph as to the Company's ability to continue as a going concern dated March 29, 2019 with respect to our audit of the financial statements of Soliton, Inc. as of December 31, 2018 and for the year ended December 31, 2018 appearing in the Annual Report on Form 10-K of Soliton, Inc. for the year ended December 31, 2019. We were dismissed as auditors on April 9, 2019 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements incorporated by reference in this Registration Statement for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP
Houston, Texas
October 9, 2020