

CPS TECHNOLOGIES CORP/DE/  
Form S-8 POS  
June 26, 2015

As filed with the Securities and Exchange Commission on June 26, 2015

Registration No. 333-204211

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**POST-EFFECTOIVE AMENDMENT NO. 2**

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

**CPS TECHNOLOGIES CORP.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**04-2832509**

(IRS. Employer  
Identification No.)

111 South Worcester Street, Norton, Massachusetts 02766

(Address of Principal Executive Offices) (Zip Code)

AMENDED AND RESTATED 2009 STOCK INCENTIVE PLAN

(Full Title of the Plan)

**Grant C. Bennett**

President & Chief Executive Officer

CPS Technologies Corp.

111 South Worcester Street

Norton, Massachusetts 02766

(Name and Address of Agent For Service)

**(508) 222-0614**

(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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer        Accelerated filer   

Non-accelerated filer        Smaller reporting company

**EXPLANATORY NOTE**

CPS Technologies Corp. (the “Company”) filed a registration statement on Form S-8 (Registration No. 333-204211) with the Securities and Exchange Commission on May 15, 2015 to register an additional 1,500,000 shares of the Company’s common stock issuable on the exercise of stock options and other awards made under the Company’s Amended and Restated 2009 Stock Incentive Plan (the “Registration Statement”).

This Post-Effective Amendment No. 2 is being filed solely to amend the Registration Statement to include the signature page and exhibit index thereto, which signature page and exhibit index were inadvertently omitted from the Registration Statement when filed.

**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 for 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 Town of Norton, Commonwealth of Massachusetts, on this 26th day of June, 2015.

CPS TECHNOLOGIES CORP.

By: /s/ Grant C. Bennett

Grant C. Bennett, President

and Chief Executive Officer

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.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Grant C. Bennett</u> Grant C. Bennett	President, Chief Executive Officer, Treasurer and Director (Principal executive officer)	June 26, 2015
<u>/s/ Ralph M. Norwood</u> Ralph M. Norwood	Chief Financial Officer (Principal financial and accounting officer)	June 26, 2015
<u>/s/ Thomas M. Culligan</u> Thomas M. Culligan	Director	June 26, 2015
<u>/s/ Francis J. Hughes, Jr.</u> Francis J. Hughes, Jr.	Director	June 26, 2015
<u>/s/ Daniel C. Snow</u> Daniel C. Snow	Director	June 26, 2015

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 for 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 Town of Norton, Commonwealth of Massachusetts, on this 15th day of May, 2015.

CPS TECHNOLOGIES CORP.

By: /s/ Grant C. Bennett

Grant C. Bennett, President

and Chief Executive Officer

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.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Grant C. Bennett</u>	President, Chief Executive Officer,	May 15, 2015
Grant C. Bennett	Treasurer and Director (Principal executive officer)	

/s/ Ralph M. Norwood Chief Financial Officer May 15, 2015

Ralph M. Norwood (Principal financial and accounting officer)

/s/ Thomas M. Culligan Director May 15, 2015

Thomas M. Culligan

/s/ Francis J. Hughes, Jr. Director May 15, 2015

Francis J. Hughes, Jr.

/s/ Daniel C. Snow Director May 15, 2015

Daniel C. Snow

Exhibit Index

Exhibit

Number      Description

5\* Opinion of White White & Van Etten PC

10.1 CPS Technologies Corporation Amended and Restated 2009 Stock Incentive Plan (Incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement, File No. 001-36807, filed April 8, 2014.)

23.1\* Consent of Wolf & Company, P.C.

23.2\* Consent of White White & Van Etten PC (included in Exhibit 5)

\*Filed herewith.