

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

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

**Motus GI Holdings, Inc.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

81-4042793  
(I.R.S. Employer  
Identification No.)

1301 East Broward Boulevard, 3rd Floor  
Ft. Lauderdale, FL 33301  
(Address of Principal Executive Offices) (Zip Code)

Motus GI Holdings, Inc. 2016 Equity Incentive Plan and  
2016 Israeli Sub-Plan to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan  
(Full title of the plans)

Mark Pomeranz  
Chief Executive Officer  
Motus GI Holdings, Inc.  
1301 East Broward Boulevard, 3<sup>rd</sup> Floor  
Ft. Lauderdale, FL 33301  
Telephone: 786 459 1831  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

Steven M. Skolnick, Esq.  
Michael J. Lerner, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York, NY 10020  
Telephone: (212) 262-6700

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. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	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 pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Proposed Maximum	Proposed Maximum	Amount of
---------------------	---------------------	-----------

<b>Title of Securities To Be Registered</b>	<b>Amount To Be Registered(1)</b>	<b>Offering Price Per Share(2)</b>	<b>Aggregate Offering Price</b>	<b>Registration Fee</b>
Common stock, \$0.0001 par value per share	2,641,250	\$ 4.64	\$ 12,265,965	\$ 1,527.11

- (1) Covers 2,641,250 shares of common stock issuable under the Motus GI Holdings, Inc. 2016 Equity Incentive Plan and 2016 Israeli Sub-Plan to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan (the "2016 Plan"). In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein, as these amounts may be adjusted as a result of stock splits, stock dividends, antidilution provisions, and similar transactions.
- (2) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low sales price on the NASDAQ Capital Market on March 26, 2018.
- 
-

## PART I

### Information Required in the Section 10(a) Prospectus

#### **Item 1. Plan Information.**

The information called for by Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “*Registration Statement*”) and has been or will be sent or given to participating service providers in accordance with Rule 428 of the Securities Act of 1933, as amended (the “*Securities Act*”), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “*Commission*”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

#### **Item 2. Registrant Information and Employee Plan Annual Information.**

Motus GI Holdings, Inc. (the “*Company*”) will furnish without charge to each person to whom the prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference in such documents that are incorporated), and the other documents required to be delivered to eligible participants in the Plan pursuant to Rule 428(b) under the Securities Act. Those documents are incorporated by reference in the Section 10(a) prospectus. Requests should be directed to:

Motus GI Holdings, Inc.  
1301 East Broward Boulevard, 3rd Floor  
Ft. Lauderdale, FL 33301  
Attention: Chief Financial Officer  
Telephone: 954 541 8251

---

## PART II

### Information Required in the Registration Statement

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Company with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- (a) the Company’s latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Exchange Act for the fiscal year ended December 31, 2017, as filed with the Commission on March 28, 2018;
- (b) The Company’s current reports on Form 8-K filed with the Commission on March 20, 2018 and March 29, 2018 (other than any portions thereof deemed furnished and not filed); and
- (c) the description of the Company’s common stock contained in the Company’s Registration Statement on Form 8-A (Registration No. 001- 38389) filed with the Commission on February 6, 2018 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. 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 in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

#### **Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (the “DGCL”) provides, in general, that a corporation incorporated under the laws of the State of Delaware, as we are, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than a derivative action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful. In the case of a derivative action, a Delaware corporation may indemnify any such person against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or any other court in which such action was brought determines such person is fairly and reasonably entitled to indemnity for such expenses.

---

Our certificate of incorporation and bylaws provide that we will indemnify our directors, officers, employees and agents to the extent and in the manner permitted by the provisions of the DGCL, as amended from time to time, subject to any permissible expansion or limitation of such indemnification, as may be set forth in any amendment by stockholders or directors resolution.

Any repeal or modification of these provisions approved by our stockholders will be prospective only and will not adversely affect any limitation on the liability of any of our directors or officers existing as of the time of such repeal or modification.

We have director and officer liability insurance to cover liabilities our directors and officers may incur in connection with their services to us, including matters arising under the Securities Act.

We have entered into indemnification agreements with all of our directors and named executive officers whereby we have agreed to indemnify those directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Company, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interests of the Company.

See also the undertakings set out in response to Item 9 of this Registration Statement.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*Provided, however,* that Paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

---

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof:

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

---

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>				<b>Filed Herewith</b>
		<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	
4.1	<a href="#">Certificate of Incorporation</a>	S-1	333-222441	3.1	1/5/2018	
4.2	<a href="#">Certificate of Amendment to the Certificate of Incorporation</a>	S-1	333-222441	3.2	1/5/2018	
4.3	<a href="#">Bylaws</a>	S-1	333-222441	3.3	1/5/2018	
4.4	<a href="#">Form of Common Stock Certificate</a>	S-1	333-222441	4.1	1/5/2018	
4.5	<a href="#">2016 Equity Incentive Plan and 2016 Israeli Sub-Plan</a>	S-1	333-222441	10.4	1/5/2018	
4.6	<a href="#">Form of Incentive Stock Option Agreement</a>	S-1	333-222441	10.5	1/5/2018	
4.7	<a href="#">Form of Non-Qualified Stock Option Agreement</a>	S-1	333-222441	10.6	1/5/2018	
4.8	<a href="#">Form of Restricted Stock Agreement</a>	S-1	333-222441	10.7	1/5/2018	
4.9	<a href="#">Form of Assumed Options to Israeli Employees and Directors Agreement</a>	S-1	333-222441	10.8	1/5/2018	
4.10	<a href="#">Form of Assumed Options to Israeli Non-Employees and Controlling Shareholders Agreement</a>	S-1	333-222441	10.9	1/5/2018	
4.11	<a href="#">Form of Israeli Option Grant to Israeli Employees and Directors Agreement</a>	S-1	333-222441	10.10	1/5/2018	
4.12	<a href="#">Form of Israeli Option Grant to Israeli Non-Employees and Controlling Shareholders Agreement</a>	S-1	333-222441	10.11	1/5/2018	
5.1	<a href="#">Opinion of Lowenstein Sandler LLP</a>					X
23.1	<a href="#">Consent of Brightman Almagor Zohar &amp; Co.</a>					X
23.2	<a href="#">Consent of Lowenstein Sandler LLP (included in Exhibit 5.1)</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page)</a>					X

---

## 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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Ft. Lauderdale, State of Florida on March 29, 2018.

### MOTUS GI HOLDINGS, INC.

By: /s/ Mark Pomeranz

Mark Pomeranz  
Chief Executive Officer

### POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Motus GI Holdings, Inc., a Delaware corporation, do hereby constitute and appoint each of Mark Pomeranz and Andrew Taylor as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this Registration Statement on Form S-8), 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 and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Person</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Mark Pomeranz</u> Mark Pomeranz	Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2018
<u>/s/ Andrew Taylor</u> Andrew Taylor	Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2018
<u>/s/ David Hochman</u> David Hochman	Chairman of the Board	March 29, 2018
<u>/s/ Darren Sherman</u> Darren Sherman	Director	March 29, 2018
<u>/s/ Gary Jacobs</u> Gary Jacobs	Director	March 29, 2018
<u>/s/ Samuel Nussbaum</u> Samuel Nussbaum	Director	March 29, 2018
<u>/s/ Shervin Korangy</u> Shervin Korangy	Director	March 29, 2018
<u>/s/ Gary Pruden</u> Gary Pruden	Director	March 29, 2018

---





March 29, 2018

Motus GI Holdings, Inc.  
1301 East Broward Boulevard, 3rd Floor  
Ft. Lauderdale, FL, 33301

Ladies and Gentlemen:

We have acted as counsel to Motus GI Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Company's filing on the date hereof with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended. The Registration Statement relates to the registration of 2,641,250 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), issuable pursuant to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan and 2016 Israeli Sub-Plan to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan (the "Plan").

In connection with rendering this opinion, we have examined or are familiar with the Registration Statement and related prospectuses, the Plan, the Company's Certificate of Incorporation and Certificate of Amendment of the Certificate of Incorporation (the "Certificate of Incorporation"), the By-Laws of the Company, the corporate proceedings with respect to the authorization of the Registration Statement, and such other certificates, instruments and documents as we have considered necessary or appropriate for purposes of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, conformity to the original documents of all documents submitted to us as copies and the authenticity of the originals of such latter documents. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the Registration Statement and the aforesaid records, certificates and documents.

We assume that the Company has sufficient unissued and unreserved shares of Common Stock and (or will validly amend the Certificate of Incorporation, to authorize a sufficient number of shares of Common Stock prior to the issuance thereof) available for issuance as provided in the Registration Statement and any related amendment thereto or prospectus supplement.

Based upon such examination and review, we are of the opinion that the Shares, upon issuance and delivery as contemplated by the Plan, will be validly issued, fully paid and nonassessable outstanding shares of Common Stock.

The opinion expressed herein is limited to the corporate laws of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction. We assume no obligation to advise you of facts or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Lowenstein Sandler LLP  
Lowenstein Sandler LLP

---



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Motus GI Holdings, Inc. of our report dated March 28, 2018 relating to the financial statements of Motus GI Holdings, Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the substantial doubt as to the Company's ability to continue as a going concern) appearing in the Annual Report on Form 10-K of Motus GI Holdings, Inc. for the year ended December 31, 2017.

*/s/ Brightman Almagor Zohar & Co.*

---

**Brightman Almagor Zohar & Co.,  
Certified Public Accountants  
Member of Deloitte Touche Tohmatsu Limited**

Tel Aviv, Israel  
March 29, 2018

---

