

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

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

electroCore, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

20-345-4976
(I.R.S. Employer
Identification Number)

200 Forge Way, Suite 205
Rockaway, New Jersey 07920
(Address, including zip code, of registrant's principal executive offices)

2018 Omnibus Equity Incentive Plan
(Full title of the plan)

Daniel S. Goldberger
Chief Executive Officer
electroCore, Inc.
200 Forge Way, Suite 205
Rockaway, NJ 07920
(973) 290-0097
(Name and address, and telephone number, including area code, of agent for service)

Copies to:

John L. Cleary, II, Esq.
Ira L. Kotel, Esq.
Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 768-6700

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 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 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share reserved for issuance pursuant to the 2018 Omnibus Equity Incentive Plan	2,044,187 ⁽²⁾	\$ 1.91 ⁽³⁾	\$ 3,904,398	\$ 425.97
Total	2,044,187⁽²⁾	\$ 1.91⁽³⁾	\$ 3,904,398	\$ 425.97

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2018 Omnibus Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents an increase of 4% of the total number of shares of the Registrant's common stock outstanding on a fully-diluted basis on December 31, 2020, which increase is provided for in the 2018 Omnibus Equity Incentive Plan.
- (3) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Stock Market on March 5, 2021.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering an additional 2,044,187 shares of its common stock, issuable to eligible persons under the 2018 Omnibus Equity Incentive Plan, which shares are in addition to the shares registered on the Registrant's registration statements on Form S-8 filed on June 25, 2018 (File No. 333-225864) and March 31, 2020 (File No. 333-237498) (collectively, the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of common stock issuable under the 2018 Omnibus Equity Incentive Plan, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Form of Certificate of Incorporation of electroCore, Inc.	S-1	333-225084	3.1	May 21, 2018
4.2	Form of Bylaws of electroCore, Inc.	S-1	333-225084	3.2	May 21, 2018
4.3	electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.4	May 21, 2018
4.4	Employee Incentive Stock Option Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-8	333-225864	4.4	June 25, 2018
4.5	Form of Non-qualified Stock Option Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.6	May 21, 2018
4.6	Form of Employee Restricted Stock Award Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.7	May 21, 2018
4.7	Form of Non-Employee Director Inaugural Deferred Stock Unit Award Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.8	May 21, 2018
4.8	Form of Non-Employee Director Inaugural Non-qualified Stock Option Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.9	May 21, 2018
4.9	Form of Non-Employee Director Inaugural Restricted Stock Unit Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.10	May 21, 2018
4.10	Form of Non-Employee Director Annual Deferred Stock Unit Award Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.11	May 21, 2018
4.11	Form of Non-Employee Director Annual Non-qualified Stock Option Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.12	May 21, 2018
4.12	Form of Non-Employee Director Annual Restricted Stock Unit Agreement for electroCore, Inc. 2018 Omnibus Equity Incentive Plan	S-1	333-225084	10.13	May 21, 2018
5.1*	Opinion of Dentons US LLP.				
23.1*	Consent of Marcum LLP				
23.2*	Consent of KPMG LLP, independent registered public accounting firm.				
23.2*	Consent of Dentons US LLP (included in Exhibit 5.1).				
24.1*	Power of Attorney (contained on signature page hereto).				

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 City of Rockaway, State of New Jersey, on this 11th day of March 2021.

ELECTROCORE, INC.
(Registrant)

By: /s/ Brian Posner
Name: Brian Posner
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Daniel S. Goldberger and Brian Posner, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution, for him in any and all capacities, to sign this Registration Statement on Form S-8 of electroCore, Inc., and any or all amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents 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 for all intents and purposes as he might or could do in person, hereby and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agent, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Daniel S. Goldberger</u> Daniel S. Goldberger	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 11, 2021
<u>/s/ Brian Posner</u> Brian Posner	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 11, 2021
<u>/s/ Michael G. Atieh</u> Michael G. Atieh	Chairman of the Board	March 11, 2021
<u>/s/ Peter Cuneo</u> Peter Cuneo	Director	March 11, 2021
<u>/s/ Joseph P. Errico</u> Joseph P. Errico	Director	March 11, 2021
<u>/s/ Thomas J. Errico, M.D.</u> Thomas J. Errico, M.D.	Director	March 11, 2021
<u>/s/ John Gandolfo</u> John Gandolfo	Director	March 11, 2021
<u>/s/ Trevor J. Moody</u> Trevor J. Moody	Director	March 11, 2021
<u>/s/ Stephen L. Ondra, M.D.</u> Stephen L. Ondra, M.D.	Director	March 11, 2021
<u>/s/ Thomas Patton</u> Thomas Patton	Director	March 11, 2021

March 11, 2021

electroCore, Inc.
200 Forge Way, Suite 205
Rockaway, New Jersey 07920

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to electroCore, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act") of the issuance from time to time of 2,044,187 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), pursuant to the Company's 2018 Omnibus Equity Incentive Plan, as amended (the "2018 Plan") on a Registration Statement on Form S-8 being filed on the date hereof by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act (such registration statement, as it may be amended, the "Registration Statement").

We are delivering this opinion to you in accordance with your request and in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with rendering this opinion, we have examined originals, certified copies or copies otherwise identified as being true copies of the following:

1. the Registration Statement, together with the exhibits filed as a part thereof and including any documents incorporated by reference therein;
 2. Certificate of Incorporation of the Company;
 3. Bylaws of the Company;
 4. the 2018 Plan;
 5. corporate resolutions and proceedings of the Company relating to its proposed issuance of the Shares; and
 6. such other instruments and documents as we have deemed relevant or necessary in connection with our opinions set forth herein.
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We have made such examination of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies.

Based on the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion, assuming no change in the applicable law or pertinent facts and having due regard for such legal considerations as we deem relevant, that the Shares, when issued and paid for in accordance with the terms of the 2018 Plan, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any jurisdiction other than the State of New York (excluding local laws), Delaware corporate law (which includes the Delaware General Corporate Law and applicable provisions of the Delaware constitution, as well as reported judicial opinions interpreting the same), and the federal laws of the United States of America.

This opinion is solely for your benefit and may not be furnished to, or relied upon by, any other person or entity without the express prior written consent of the undersigned, however, we hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement. We do not, by giving such consent, 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 Commission thereunder.

Very truly yours,

/s/ Dentons US LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of electroCore, Inc. on Form S-8 of our report dated March 11, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the consolidated financial statements of electroCore, Inc., Subsidiaries and Affiliate as of December 31, 2020 and for the year ended December 31, 2020 appearing in the Annual Report on Form 10-K of electroCore, Inc. for the year ended December 31, 2020.

/s/ Marcum LLP

Marcum LLP
New York, NY
March 11, 2021

Consent of Independent Registered Public Accounting Firm

The Board of Directors
electroCore, Inc.:

We consent to the use of our report dated March 30, 2020, with respect to the consolidated balance sheet of electroCore Inc. Subsidiaries and Affiliate as of December 31, 2019, the related consolidated statements of operations, comprehensive loss, equity, and cash flows for the year ended December 31, 2019, and the related notes incorporated herein by reference.

Our report dated March 30, 2020 contains an explanatory paragraph that states that the Company has suffered recurring losses from operations and has a net capital deficiency, which raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

/s/ KPMG LLP

Short Hills, New Jersey
March 11, 2021