

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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-228863

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)

150 Allen Road, Suite 201
Basking Ridge, New Jersey 07920
(Address, including zip code, of registrant's principal executive offices)

2019 Employee Stock Purchase Plan
(Full title of the plan)

Daniel S. Goldberger
Chief Executive Officer
electroCore, Inc.
150 Allen Road, Suite 201
Basking Ridge, New Jersey 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 | <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 pursuant to Section 13(a) of the Exchange Act.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this "**Post-Effective Amendment**") relates to the following Registration Statement of electroCore, Inc., a Delaware corporation ("**electroCore**") on Form S-8 (the "**Registration Statement**"): Registration Statement No. 333-228863, registering 1,000,000 shares of electroCore's Common Stock, par value \$0.001 per share, reserved for issuance under the 2019 Employee Stock Purchase Plan (the "**Plan**").

Effective December 31, 2019, the Board of Directors of electroCore (the "**Board**") terminated the Plan. Accordingly, by means of this Post-Effective Amendment, electroCore hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by electroCore in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Basking Ridge, State of New Jersey, on this 30th day of March 2020.

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 Post-Effective Amendment to the 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 Post-Effective Amendment to the 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 30, 2020 |
| <u>/s/ Brian Posner</u> Brian Posner | Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | March 30, 2020 |
| <u>/s/ Carrie S. Cox</u> Carrie S. Cox | Chairman of the Board | March 30, 2020 |
| <u>/s/ Michael G. Atieh</u> Michael G. Atieh | Director | March 30, 2020 |
| <u>/s/ Joseph P. Errico</u> Joseph P. Errico | Director | March 30, 2020 |
| <u>/s/ Nicholas Colucci</u> Nicholas Colucci | Director | March 30, 2020 |
| <u>/s/ Thomas J. Errico, M.D.</u> Thomas J. Errico, M.D. | Director | March 30, 2020 |
| <u>/s/ Trevor J. Moody</u> Trevor J. Moody | Director | March 30, 2020 |

/s/ Stephen L. Ondra, M.D.

Stephen L. Ondra, M.D.

Director

March 30, 2020

/s/ James L.L. Tullis

James L.L. Tullis

Director

March 30, 2020