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

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

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

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3336783
(I.R.S. Employer
Identification No.)

4445 Eastgate Mall, Suite 200,
San Diego, CA 92121
(Address of Principal Executive Offices) (Zip Code)

Sonim Technologies, Inc. 2019 Equity Incentive Plan
(Full title of the plan)

Peter Liu
Chief Executive Officer
4445 Eastgate Mall, Suite 200,
San Diego, CA 92121
(650) 378-8100
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

COPY TO:
William N. Haddad, Esq.
Kirill Y. Nikonov, Esq.
Venable LLP
1270 Avenue of the Americas, 24 Floor
New York, NY 10020
(212) 503-9812

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Sonim Technologies, Inc., a Delaware corporation ("**Registrant**"), relating to 5,000,000 additional shares of its common stock, \$0.001 par value (the "**Common Stock**"), issuable to eligible employees, directors and consultants of Registrant and its affiliates under Registrant's 2019 Equity Incentive Plan, as amended (the "**2019 Plan**"). Registrant's Form S-8 Registration Statements filed with the U.S. Securities and Exchange Commission on [May 14, 2019](#) (File No. 333-231457), [June 9, 2020](#) (File No. 333-239033), and [April 6, 2022](#) (File No. 333-264161) (collectively, the "**Prior Registration Statements**") relating to the 2019 Plan are each incorporated by reference herein. 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 the Common Stock issuable under the 2019 Plan, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit Number	Description	Schedule Form	File Number	Incorporated by Exhibit Reference	Filing Date	Filed Herewith
4.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-38907	3.1	May 17, 2019	
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-38907	3.1	September 15, 2021	
4.3	Amended and Restated Bylaws of the Registrant	8-K	001-38907	3.1	November 8, 2021	
5.1	Opinion of Venable LLP					X
23.1	Consent of Moss Adams LLP, independent registered public accounting firm					X
23.2	Consent of Venable LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (reference is made to the signature page hereto)					X
99.1	2019 Equity Incentive Plan (as amended)	8-K	001-38907	10.1	October 27, 2022	
107	Filing Fee Table					X

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 City of San Diego, State of California, on November 10, 2022.

SONIM TECHNOLOGIES, INC.

By: /s/ Clayton Crolius
Name: Clayton Crolius
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below severally constitutes and appoints Peter Liu and Clayton Crolius, and each of them, and as his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated.

Signature	Title	Date
<u>/s/ Hao Liu</u> Hao (Peter) Liu	Chief Executive Officer and Director (Principal Executive Officer)	November 10, 2022
<u>/s/ Clayton Crolius</u> Clayton Crolius	Chief Financial Officer (Principal Financial and Accounting Officer)	November 10, 2022
<u>/s/ Alan Howe</u> Alan Howe	Director	November 10, 2022
<u>/s/ Mike Mulica</u> Mike Mulica	Director	November 10, 2022
<u>/s/ Jeffrey Wang</u> Jeffrey Wang	Chairman of the Board and Director	November 10, 2022
<u>/s/ Jack Steenstra</u> Jack Steenstra	Director	November 10, 2022
<u>/s/ James Cassano</u> James Cassano	Director	November 10, 2022

/s/ Jose C. Principe
Jose C. Principe

Director

November 10, 2022



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24TH FLOOR | NEW YORK, NY 10020
T+1 212.307.5500 F+1 212.307.5598 Venable.com

November 10, 2022

Sonim Technologies, Inc.
4445 Eastgate Mall, Suite 200,
San Diego, CA 92121

Ladies and Gentlemen,

We have acted as special counsel to Sonim Technologies, Inc., a Delaware corporation, (the "Company") in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") relating to the registration under the Securities Act of 1933, as amended, (the "Act") by the Company of an additional 5,000,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issuable under the Company's 2019 Equity Incentive Plan, as amended (the "Plan").

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates, and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below.

In rendering this opinion, we have assumed, without any independent investigation or verification of any kind, that each individual executing any of the documents, whether on behalf of such individual or another person, is legally competent to do so, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic or facsimile copies.

Based upon the foregoing, and subject to the assumptions, qualifications, and limitations set forth herein, we are of the opinion that, when the Registration Statement has become effective under the Act, the Shares, when issued, sold, and paid for in accordance with the terms of the Plan and, will be validly issued, fully paid, and non-assessable.

The foregoing opinion is based on, and is limited to the General Corporation Law of the State of Delaware, and we render no opinion with respect to the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Venable LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Sonim Technologies, Inc. of our report dated March 21, 2022, relating to the consolidated financial statements of Sonim Technologies, Inc., (which report expresses an unqualified opinion and includes explanatory paragraph relating to a going concern uncertainty) appearing in the Annual Report on Form 10-K of Sonim Technologies, Inc. for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Campbell, California
November 10, 2022

CALCULATION OF FILING FEES TABLE
FORM S-8
(Form Type)
Sonim Technologies, Inc.
(Exact Name of Registrant as Specified in its Charter)
Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	Other	\$ 5,000,000.00	\$ 0.44	\$ 2,200,000.00	0.0001102	\$ 242.44
	Total Offering Amounts				\$ 2,200,000.00		\$ 242.44
	Total Fee Offsets				—		—
	Net Fee Due						\$ 242.44

(1) This Registration Statement registers 5,000,000 shares of common stock, par value \$0.001 per share (“Common Stock”), of Sonim Technologies, Inc. (the “Registrant”) for issuance under the Sonim Technologies, Inc. 2019 Equity Incentive Plan, as amended (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock of the Registrant that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The Proposed Maximum Offering Price Per Share is based on the average of the high and the low price of the Registrant’s shares of Common Stock as reported on The Nasdaq Capital Market on November 8, 2022.