

As filed with the Securities and Exchange Commission on July 1, 2025

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

**POST-EFFECTIVE AMENDMENT NO. 1
FORM S-1
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)

3661
(Primary Standard Industrial
Classification Code Number)

94-3336783
(I.R.S. Employer
Identification Number)

**4445 Eastgate Mall, Suite 200
San Diego, CA 92121
Telephone: (650) 378-8100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Peter Liu
Chief Executive Officer
4445 Eastgate Mall, Suite 200
San Diego, CA 92121
Telephone: (650) 378-8100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**William N. Haddad, Esq.
Kirill Y. Nikonov, Esq.
Venable LLP
151 W. 42nd Street, 49th Floor
New York, NY 10036
Telephone: (212) 307-5500**

**M. Ali Panjwani, Esq.
Pryor Cashman LLP
7 Times Square
New York, New York 10036
(212) 421-4100**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒

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 7(a)(2)(B) of the Securities Act. ☐

This registration statement shall become effective upon filing with the U.S. Securities and Exchange Commission in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 ("Amendment No. 1") to the Registration Statement on Form S-1, as amended (File No. 333-288221), declared effective by the Securities and Exchange Commission on June 30, 2025 ("Registration Statement"), is being filed solely for the purpose of replacing Exhibit 5.1 the Registration Statement. This Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(1) Exhibits

| Exhibit Number | Exhibit Description |
|----------------|--|
| 5.1 | Opinion of Venable LLP |
| 23.2 | Consent of Venable LLP (included in Exhibit 5.1) |
| 24.1* | Power of Attorney |

* Previously filed on page II-4 of the Prior Registration Statement and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Scottsdale, State of Arizona, on July 1, 2025.

SONIM TECHNOLOGIES, INC.

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

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

| Signature | Title | Date |
|---|---|--------------|
| <u>/s/ Hao (Peter) Liu</u> Hao (Peter) Liu | Chief Executive Officer and Director (Principal Executive Officer) | July 1, 2025 |
| <u>/s/ Clayton Crolius</u> Clayton Crolius | Chief Financial Officer (Principal Financial and Accounting Officer) | July 1, 2025 |
| <u>*</u> James Cassano | Director | July 1, 2025 |
| <u>*</u> Mike Mulica | Chairman of the Board and Director | July 1, 2025 |
| <u>*</u> Jack Steenstra | Director | July 1, 2025 |
| <u>*</u> Jeffrey Wang | Director | July 1, 2025 |
| By: <u>/s/ Clayton Crolius</u> Clayton Crolius Attorney-in-fact | | |



151 WEST 42ND STREET 49TH FLOOR NEW YORK, NY 10036
T 212.307.5500 F 212.307.5598 www.Venable.com

July 1, 2025

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

Re: Registration Statement on Form S-1: up to 7,400,000 shares of common stock, \$0.001 par value per share, pre-funded warrants to purchase up to 7,400,000 shares of common stock, and placement agent warrants to purchase up to 222,000 shares of common stock

Ladies and Gentlemen,

We have acted as counsel to Sonim Technologies, Inc., a Delaware corporation, (the “**Company**”) in connection with the Company’s Registration Statement on Form S-1 (as amended or supplemented, the “**Registration Statement**”) filed by the Company with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended, (the “**Act**”). The Registration Statement relates to the proposed offer and sale by the Company of up to (i) 7,400,000 shares (the “**Shares**”) of the Company’s common stock, par value \$0.001 per share, (“**Common Stock**”), (ii) pre-funded warrants (the “**Pre-Funded Warrants**”) to purchase up to 7,400,000 shares of Common Stock (the “**Pre-Funded Warrant Shares**”), and (iii) warrants (the “**Placement Agent Warrants**” and, together with Pre-Funded Warrants, the “**Warrants**”) to purchase up to 222,000 shares of Common Stock (the “**Placement Agent Warrant Shares**” and together with the Pre-Funded Warrant Shares, the “**Warrant Shares**”). The Shares and Pre-Funded Warrants are to be sold to the purchasers as described in the Registration Statement and pursuant to a securities purchase agreement, substantially in the form filed as an exhibit to the Registration Statement, to be entered into by and among the Company and the purchasers named therein (the “**Purchase Agreement**”). The Placement Agent Warrants are issuable to Roth Capital Partners, LLC (“**Roth**”) as described in the Registration Statement and pursuant to a placement agency agreement, substantially in the form filed as an exhibit to the Registration Statement, to be entered into by and between the Company and Roth (the “**Placement Agency Agreement**”).

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 such 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.



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Based upon the foregoing, and subject to the assumptions, qualifications, and limitations set forth herein, we are of the opinion that:

- (1) the Shares have been duly authorized for issuance by the Company and, when (i) duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and (ii) issued by the Company against payment therefor at a price per share not less than the per share par value of Common Stock in the circumstances contemplated by the Purchase Agreement, the Shares will be validly issued, fully paid and nonassessable;
- (2)
 - (a) the Pre-Funded Warrants have been duly authorized for issuance by the Company and, when issued and delivered by the Company against payment therefor in the circumstances contemplated by the Purchase Agreement, the Pre-Funded Warrants will be a legally valid and binding obligation of the Company, enforceable against the Company in accordance with its terms;
 - (b) the Placement Agent Warrants have been duly authorized for issuance by the Company and, when issued and delivered by the Company against payment therefor in the circumstances contemplated by the Placement Agency Agreement, the Placement Agent Warrants will be a legally valid and binding obligation of the Company, enforceable against the Company in accordance with its terms; and
- (3) the Warrant Shares have been duly authorized for issuance by the Company and, when, upon exercise of the Warrants, (i) duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and (ii) issued by the Company against payment therefor at a price per share not less than the per share par value of Common Stock in the circumstances contemplated by the Warrants, the Warrant Shares will be validly issued, fully paid and nonassessable.

The foregoing opinions in numbered paragraphs (1) and (3) are based on and are limited to the General Corporation Law of the State of Delaware, and the opinion in numbered paragraph (2) is based on and is limited to the law of the State of New York, and we render no opinion with respect to the laws of any other jurisdiction.

Our opinions are subject to: (i) the effect of bankruptcy, insolvency, reorganization, preference, fraudulent transfer, moratorium or other similar laws relating to or affecting the rights and remedies of creditors; (ii) (a) the effect of general principles of equity, whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), (b) concepts of materiality, reasonableness, good faith and fair dealing, and (c) the discretion of the court before which a proceeding is brought; and (iii) the invalidity under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy. We express no opinion as to (a) any provision for liquidated damages, default interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions are deemed to constitute a penalty; (b) consents to, or restrictions upon, governing law, jurisdiction, venue, arbitration, remedies, or judicial relief; (c) any provision requiring the payment of attorneys’ fees, where such payment is contrary to law or public policy; (d) other applicable exceptions; and (e) the severability, if invalid, of provisions to the foregoing effect.

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,

Venable LLP
