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

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

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**Genelux Corporation**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

2625 Townsgate Road, Suite 230  
Westlake Village, California 91361  
(Address of Principal Executive Offices)

77-0583529  
(I.R.S. Employer  
Identification No.)

91361  
(Zip Code)

**Genelux Corporation 2023 Inducement Plan**  
(Full titles of the plans)

Thomas Zindrick, J.D.  
President and Chief Executive Officer  
Genelux Corporation  
2625 Townsgate Road, Suite 230  
Westlake Village, California 91361  
(805) 267-9889  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

Jason L. Kent  
Christine S. Kim  
Cooley LLP  
10265 Science Center Drive  
San Diego, California 92121  
(858) 550-6000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “**Registration Statement**”) is being filed for the purpose of registering 1,000,000 shares of common stock, par value \$0.001 per share (the “**Common Stock**”), reserved and available for issuance under the 2023 Inducement Plan (the “**Inducement Plan**”) of Genelux Corporation (the “**Registrant**”).

On September 11, 2023, upon the recommendation of the Compensation Committee of the Board of Directors (the “**Board**”) of the Registrant, the Board adopted the Inducement Plan to reserve 1,000,000 shares of Common Stock, to be used exclusively for grants of awards to individuals that were not previously employees or directors of the Registrant (or following a *bona fide* period of non-employment), as an inducement material to the individual’s entry into employment with the Registrant within the meaning of Nasdaq Listing Rule 5635(c)(4).

The Inducement Plan provides for the grant of equity-based awards in the form of nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance-based cash and stock awards, and other stock-based awards. The Inducement Plan was adopted by the Board without stockholder approval pursuant to Nasdaq Listing Rule 5635(c)(4).

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement 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 of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents, which have been filed with the Commission by the Registrant, pursuant to the Securities Act, and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on [March 29, 2023](#) (as amended on [May 1, 2023](#)), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed;
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023, June 30, 2023, and September 30, 2023, filed with the SEC on [May 15, 2023](#), [August 14, 2023](#), and [November 14, 2023](#), respectively;
- (c) The Registrant’s Current Reports on Form 8-K filed with the SEC on [January 30, 2023](#), [June 2, 2023](#), [June 12, 2023](#), [June 27, 2023](#), [July 14, 2023](#), [July 19, 2023](#), [August 28, 2023](#), [September 14, 2023](#) and [October 10, 2023](#) (other than the portions thereof which are furnished and not filed); and
- (d) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed on [January 23, 2023](#) (File No. 001-41599) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date 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 of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

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**Item 4. Description of Securities.**

Not applicable.

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

Not applicable.

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

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation that will be in effect upon the closing of the Registrant’s initial public offering permits indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the General Corporation Law, and the Registrant’s amended and restated bylaws that will be in effect upon the closing of the Registrant’s initial public offering provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its employees and other agents, in each case to the maximum extent permitted by the General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby the Registrant has agreed to indemnify its 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 Registrant, 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 interest of the Registrant.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

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

Not applicable.

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## Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-41599), filed with the SEC on January 30, 2023).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-41599), filed with the SEC on January 30, 2023).</u></a>
4.3	<a href="#"><u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265828), filed with the Commission on August 29, 2022).</u></a>
4.4	<a href="#"><u>Investors' Rights Agreement, by and among the Registrant and AbbVie, Inc. and Aladar Szalay, Ph.D., dated January 2010 (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265828), filed with the Commission on June 24, 2022).</u></a>
4.5	<a href="#"><u>Form of Warrant to Purchase Common Stock issued to WDC Fund I, dated September 2020 (incorporated herein by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265828), filed with the Commission on June 24, 2022).</u></a>
4.6	<a href="#"><u>Agreement/Promissory Note, by and among the registrant and Jillian and Curtis Helmer, dated April 2016, as amended (incorporated herein by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265828), filed with the Commission on June 24, 2022).</u></a>
4.7	<a href="#"><u>Form of Umbrella Agreement Regarding Family Investments (incorporated herein by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265828), filed with the Commission on June 24, 2022).</u></a>
4.8	<a href="#"><u>Form of Convertible Note Purchase Agreement under the Umbrella Agreement (incorporated herein by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265828), filed with the Commission on June 24, 2022).</u></a>
4.9	<a href="#"><u>Form of Representative's Warrant (incorporated herein by reference to Exhibit 4.7 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265828), filed with the Commission on September 19, 2022).</u></a>
4.10	<a href="#"><u>Form of Warrant to Purchase Common Stock (incorporated by reference to Exhibit 4.8 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on May 15, 2023).</u></a>
4.11	<a href="#"><u>Amendment to 2022 Unsecured Promissory Notes, by and among the Registrant and Existing Noteholders dated February 28, 2023 (incorporated by reference to Exhibit 4.9 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on May 15, 2023).</u></a>
4.12	<a href="#"><u>Letter Agreement Amending the Umbrella Agreements, by and among the Registrant and Existing Noteholders dated April 4, 2023 (incorporated by reference to Exhibit 4.10 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on May 15, 2023).</u></a>
4.13	<a href="#"><u>Form of Warrant to Purchase Common Stock issued on July 28, 2023 in connection with Converted Convertible Notes Payable (incorporated by reference to Exhibit 4.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on August 14, 2023).</u></a>
4.14	<a href="#"><u>Form of Warrant to Purchase Common Stock issued on August 1, 2023 in connection with Converted Convertible Notes Payable (incorporated by reference to Exhibit 4.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on August 14, 2023).</u></a>
5.1*	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1*	<a href="#"><u>Consent of Weinberg &amp; Company, P.A., independent registered public accounting firm.</u></a>
23.2*	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on the signature page).</u></a>
99.1	<a href="#"><u>Genelux Corporation 2023 Inducement Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on November 14, 2023).</u></a>
99.2	<a href="#"><u>Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement for Executive Officers under the Genelux Corporation 2023 Inducement Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on November 14, 2023).</u></a>
99.3	<a href="#"><u>Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement for Non-Executives under the Genelux Corporation 2023 Inducement Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-41599), filed with the SEC on November 14, 2023).</u></a>

- 99.4 [Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise for Executive Officers under the Genelux Corporation 2023 Inducement Plan \(incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-41599\), filed with the SEC on November 14, 2023\).](#)
- 99.5 [Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise for Non-Executives under the Genelux Corporation 2023 Inducement Plan \(incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-41599\), filed with the SEC on November 14, 2023\).](#)
- 107\* [Filing Fee Table.](#)

\* Filed herewith

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## 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;

(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) do not apply if the Registration Statement is on Form S-8, and 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 Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, 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 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

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## 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 Westlake Village, State of California, on November 14, 2023.

### **GENELUX CORPORATION**

By: */s/ Thomas Zindrick, J.D*

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Thomas Zindrick, J.D

President and Chief Executive Officer

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas Zindrick, J.D and Lourie Zak as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, 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 in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas Zindrick, J.D</u> Thomas Zindrick, J.D	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	November 14, 2023
<u>/s/ Lourie Zak</u> Lourie Zak	Chief Financial Officer (Principal Financial and Accounting Officer)	November 14, 2023
<u>/s/ Mary Mirabelli</u> Mary Mirabelli	Director	November 14, 2023
<u>/s/ John Smither</u> John Smither	Director	November 14, 2023
<u>/s/ James L. Tyree</u> James L. Tyree	Director	November 14, 2023
<u>/s/ John Thomas, Ph.D.</u> John Thomas, Ph.D.	Director	November 14, 2023

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Jason L. Kent  
T: +1 858 550 6044  
jkent@cooley.com

November 14, 2023

Genelux Corporation  
2625 Townsgate Road, Suite 230  
Westlake Village, California 91361

**Re: Genelux Corporation**

Ladies and Gentlemen:

We have acted as counsel to Genelux Corporation, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**"), covering the offering of an aggregate of up to 1,000,000 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share (the "**Common Stock**"), issuable pursuant to the Company's 2023 Inducement Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Plan, the Company's charter and bylaws, each as currently in effect, and originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in accordance with the Plan, the Registration Statement and the prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements under the Plan, which will be fully paid and nonassessable when such deferred payments are made in full).

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November 14, 2023

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We consent to the filing of this opinion as an exhibit to the Registration Statement. 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely

Cooley LLP

By: */s/ Jason Kent*

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Jason L. Kent

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2023 Inducement Plan of Genelux Corporation of our report dated March 29, 2023, (which report contains an explanatory paragraph describing conditions that raise substantial doubt about Genelux Corporation's ability to continue as a going concern), relating to the financial statements of Genelux Corporation as of December 31, 2022 and 2021 which appear in Genelux Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the Securities and Exchange Commission.

/s/ Weinberg & Company, P.A.  
Los Angeles, California  
November 14, 2023

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**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**Genelux Corporation**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

<u>Security Type</u>	<u>Security Class Title</u>	<u>Fee Calculation Rule</u>	<u>Amount Registered(1)</u>	<u>Proposed Maximum Offering Price Per Share</u>	<u>Maximum Aggregate Offering Price</u>	<u>Fee Rate</u>	<u>Amount of Registration Fee</u>
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Inducement Plan	Other(2)	555,700 shares(3)	\$ 13.32	\$ 7,401,924.00	0.00014760	\$ 1,092.53
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Inducement Plan	Other(4)	444,300 shares(5)	\$ 22.40	\$ 9,952,320.00	0.00014760	\$ 1,468.97
<b>Total Offering Amounts</b>				—	\$ 17,354,244.00	—	\$ 2,561.50
<b>Total Fee Offsets</b>				—	—	—	—
<b>Net Fee Due</b>				—	—	—	\$ 2,561.50

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover additional shares of the Registrant’s common stock, par value \$0.001 per share (“Common Stock”), which become issuable under the Registrant’s 2023 Inducement Plan (the “Inducement Plan”) by reason of any stock split, stock dividend, recapitalization, or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(h) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on November 10, 2023 as reported on the Nasdaq Capital Market.
- (3) Represents the number of shares of Common Stock available for issuance under the Inducement Plan.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for 444,300 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the Inducement Plan are calculated using the weighted-average exercise price of \$22.40 per share for such stock options.
- (5) Represents shares of Common Stock reserved for issuance pursuant to inducement options granted on September 11, 2023 under the Inducement Plan.