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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)

**2022 Equity Incentive Plan  
2022 Employee Stock Purchase 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 is being filed by Genelux Corporation (the “*Registrant*”) for the purpose of registering (i) an additional 1,339,449 shares of Registrant’s Common Stock, par value \$0.0001 per share (“*Common Stock*”), under the Registrant’s 2022 Equity Incentive Plan (the “*2022 Plan*”) pursuant to the provisions of the 2022 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2022 Plan and (ii) 267,890 additional shares of Common Stock under the Registrant’s 2022 Employee Stock Purchase Plan (the “*2022 ESPP*”) pursuant to the provisions of the 2022 ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2022 ESPP.

## PART II

### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the registrant with the Securities and Exchange Commission (SEC) are incorporated by reference into this registration statement:

- the contents of the Registration Statement on [Form S-8](#) previously filed with the Commission on January 26, 2023;
- the registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the SEC on March 29, 2024; and
- the description of the registrant’s common stock contained in the registrant’s registration statement on [Form 8-A](#), filed with the SEC on January 23, 2023, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than Current Reports furnished under Item 2.02 or Item 7.01 of exhibits furnished on such form that relate to such items and other portions of documents that are furnished but not filed or are otherwise not incorporated into registration statements pursuant to the applicable rules promulgated by the SEC, 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 herein and to be a part of this registration statement from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference 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 which also is or is deemed to be incorporated by reference herein modifies or supersedes that 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 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>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>
4.7	<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>
4.8	<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>
4.9	<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>
4.10	<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>
4.11	<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>
4.12	<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 2022 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.5 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>
99.2	<a href="#"><u>Forms of Grant Notice, Stock Option Agreement and Notice of Exercise under the Genelux Corporation 2022 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.6 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>
99.3	<a href="#"><u>Genelux Corporation, Inc. 2022 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.7 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>
107*	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith

## 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 March 29, 2024.

### GENELUX CORPORATION

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

Thomas Zindrick, J.D.

President and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Thomas Zindrick, J.D and Lourie Zak, and each of them as his or her true and lawful attorneys-in-fact and agents, each 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 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 to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her 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 <i>(Principal Executive Officer)</i>	March 29, 2024
<u>/s/ Lourie Zak</u> Lourie Zak	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 29, 2024
<u>/s/ Mary Mirabelli</u> Mary Mirabelli	Director	March 29, 2024
<u>/s/ John Smither</u> John Smither	Director	March 29, 2024
<u>/s/ James L. Tyree</u> James L. Tyree	Director	March 29, 2024
<u>/s/ John Thomas, Ph.D.</u> John Thomas, Ph.D.	Director	March 29, 2024



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

March 29, 2024

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 up to 1,607,339 shares (the "Shares") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), consisting of (i) 1,339,449 shares of Common Stock issuable pursuant to the Company's 2022 Equity Incentive Plan (the "**Incentive Plan**") and (ii) 267,890 shares of Common Stock issuable pursuant to the Company's 2022 Employee Stock Purchase Plan (together with the Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda and 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 by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. 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 sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Cooley LLP 55 Hudson Yards New York, NY 10001  
t: (212) 479-6000 f: (212) 479-6275 cooley.com

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March 29, 2024

Page Two

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 L. Kent*

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Jason L. Kent

Cooley LLP 55 Hudson Yards New York, NY 10001  
t: (212) 479-6000 f: (212) 479-6275 cooley.com

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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 2022 Equity Incentive Plan and 2022 Employee Stock Purchase Plan of Genelux Corporation of our report dated March 29, 2024 (which report contains an explanatory paragraph describing conditions that raise substantial doubt about Genelux Corporation's ability to continue as a going concern), with respect to the financial statements of Genelux Corporation included in Genelux Corporation's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Weinberg & Company, P.A.  
Los Angeles, California  
March 29, 2024

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## Calculation of Filing Fee Tables

Form S-8  
(Form Type)

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

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2022 Equity Incentive Plan	Other <sup>(2)</sup>	1,339,449 shares <sup>(3)</sup>	\$ 6.10	\$8,163,941.66	0.00014760	\$ 1,205.00
	Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2022 Employee Stock Purchase Plan	Other <sup>(2)</sup>	267,890 shares <sup>(4)</sup>	\$ 6.10	\$1,632,789.55	0.00014760	\$ 241.00
		<b>Total Offering Amounts</b>			--	\$ 9,796,731	--	\$ 1,446.00
		<b>Total Fees Previously Paid</b>			--	--	--	--
		<b>Total Fee Offsets</b>			--	--	--	--
		<b>Net Fee Due</b>			--	--	--	\$ 1,446.00

- (1) 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, par value \$0.001 per share (“Common Stock”) of Genelux Corporation (the “Registrant”) that become issuable under the Registrant’s 2022 Equity Incentive Plan (the “2022 Plan”), or the Registrant’s 2022 Employee Stock Purchase Plan (the “2022 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) 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 March 21, 2024, as reported by The Nasdaq Capital Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2022 EIP on January 1, 2024 pursuant to an “evergreen” provision contained in the 2022 EIP. Pursuant to such provision, on January 1 of each year commencing in 2024, the number of shares authorized for issuance under the 2022 EIP is automatically increased by: (a) a number equal to 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year; or (b) a number determined by the Registrant’s board of directors that is less than the amount set forth in the foregoing clause (a).
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2022 ESPP on January 1, 2024 pursuant to an “evergreen” provision contained in the 2022 ESPP. Pursuant to such provision, on January 1 of each year commencing in 2024, the number of shares authorized for issuance under the 2022 ESPP is automatically increased by a number equal to the lesser of: (a) 1% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year; (b) 2,100,000 shares of Common Stock; or (c) a number determined by the Registrant’s board of directors that is less than the amounts set forth in the foregoing clauses (a) and (b).