

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FTC SOLAR, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3674
(Primary Standard Industrial
Classification Code Number)

81-4816270
(I.R.S. Employer Identification
Number)

**FTC Solar, Inc.
9020 N Capital of Texas Hwy, Suite I-260,
Austin, Texas 78759
(737) 787-7906**

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

**Patrick M. Cook
Chief Financial Officer
FTC Solar, Inc.**

**9020 N Capital of Texas Hwy, Suite I-260,
Austin, Texas 78759
(737) 787-7906**

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

Copies of all communications, including communications sent to agent for service, should be sent to:

Andrea L. Nicolás, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, New York 10001
(212) 735-3000

Jacob D. Wolf, Esq.
General Counsel and Secretary
FTC Solar, Inc.
9020 N Capital of Texas Hwy, Suite I-260,
Austin, Texas 78759
(737) 787-7906

Benjamin K. Marsh, Esq.
Goodwin Procter LLP
620 Eighth Avenue
New York, New York 10018
(212) 813-8800

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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-254797

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

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price per Share ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽²⁾
Common Stock, par value \$0.0001 per share	1,631,790	\$13.00	\$21,213,270	\$2,314.37

(1) Represents only the additional number of shares of common stock being registered, and includes 212,843 additional shares of common stock that the underwriters have the option to purchase, solely to cover over-allotments, if any. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-254797).

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, based on the proposed maximum aggregate offering price. The registrant previously paid a filing of \$46,224.00 for the Registration Statement on Form S-1 (File No. 333-254797), which was declared effective on April 27, 2021. In accordance with Rule 462(b) under the Securities Act of 1933, an additional amount of securities having a proposed maximum aggregate offering price of \$21,213,270 are hereby registered, which includes the additional shares that the underwriters have the option to purchase, solely to cover over-allotments, if any.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

FTC Solar, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the registration of additional shares of common stock, par value \$0.0001 per share of Registrant. This Registration Statement relates to the public offering of securities contemplated by the earlier registration statement on Form S-1, as amended (File No. 333-254797) (the “Prior Registration Statement”), which the Commission declared effective on April 27, 2021. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 1,631,790 shares of its common stock, which includes 212,843 shares of common stock that may be sold pursuant to the underwriters’ option to purchase additional shares, solely to cover over-allotments, if any. The additional shares of common stock that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The Registrant hereby certifies that it has sufficient funds in the relevant account to cover the amount of the filing fee set forth on the cover page of this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included in the signature page to the Prior Registration Statement, initially filed by the Registrant on March 26, 2021 and incorporated herein by reference)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, FTC Solar, Inc. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on the 27th day of April, 2021.

FTC SOLAR, INC.

By: /s/ Anthony P. Etnyre
Name: Anthony P. Etnyre
Title: Chief Executive 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anthony P. Etnyre</u> Anthony P. Etnyre	Chief Executive Officer and Director (Principal Executive Officer)	April 27, 2021
<u>/s/ Patrick M. Cook</u> Patrick M. Cook	Chief Financial Officer (Principal Financial Officer)	April 27, 2021
<u>/s/ M. Cathy Behnen</u> M. Cathy Behnen	Chief Accounting Officer (Principal Accounting Officer)	April 27, 2021
<u>*</u> T.J. Rodgers	Director	April 27, 2021
<u>*</u> David Springer	Director	April 27, 2021
<u>*</u> Ahmad Chatila	Director	April 27, 2021
<u>*</u> William Aldeen ("Dean") Priddy, Jr.	Director	April 27, 2021
<u>*</u> Isidoro Quiroga Cortés	Director	April 27, 2021
<u>*</u> Shaker Sadasivam	Director	April 27, 2021
<u>*</u> Lisan Hung	Director	April 27, 2021

*By: /s/ Anthony P. Etnyre
Anthony P. Etnyre
Attorney-in-fact

[LETTERHEAD OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP]

April 27, 2021

FTC Solar, Inc.
9020 N Capital of Texas Hwy, Suite I-260,
Austin, Texas 78759

Re: FTC Solar, Inc.
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special counsel to FTC Solar, Inc., a Delaware corporation (the “Company”), in connection with the public offering by the Company of the Company’s common stock, par value \$0.0001 per share (“Common Stock”). This opinion relates to up to 1,631,790 additional shares of Common Stock (including up to 212,843 shares of Common Stock subject to an over-allotment option) (the “Shares”) that may be sold by the Company in such public offering pursuant to the registration statement to which this opinion pertains to be filed by the Company on the date hereof (the “462(b) Registration Statement”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinions stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-1 (File No. 333-254797) of the Company relating to the Shares, filed on March 26, 2021 with the Securities and Exchange Commission (the “Commission”) under the Securities Act and Pre-Effective Amendments No. 1 and No. 2 thereto, including the information deemed to be a part of the registration statement pursuant to Rule 430A of the General Rules and Regulations under the Securities Act (the “Rules and Regulations”) (such registration statement, as so amended, being hereinafter referred to as the “Registration Statement”);

(b) the preliminary prospectus, dated April 14, 2021, which forms a part of and is included in the Registration Statement;

(c) the 462(b) Registration Statement;

(d) the form of the Underwriting Agreement (the “Underwriting Agreement”) proposed to be entered into among the Company, Barclays Capital Inc., BofA Securities, Inc., and UBS Securities LLC, as representatives of the several Underwriters named therein (the “Underwriters”), relating to the sale by the Company to the Underwriters of the Shares, filed as Exhibit 1.1 to the Registration Statement;

(e) an executed copy of a certificate of Jacob Wolf, General Counsel and Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);

(f) a copy of the Company’s Certificate of Incorporation, as in effect as of the date hereof, certified by the Secretary of State of the State of Delaware as of April 14, 2021 and certified pursuant to the Secretary’s Certificate;

(g) the form of the Company’s Amended and Restated Certificate of Incorporation, to be in effect immediately prior to the consummation of the offering of the Shares and filed as Exhibit 3.1 to the Registration Statement (the “Amended and Restated Certificate of Incorporation”);

(h) a copy of the Company’s Bylaws, as in effect as of the date hereof and certified pursuant to the Secretary’s Certificate;

(i) the form of the Company’s Amended and Restated Bylaws, to be in effect immediately prior to the consummation of the offering of the Shares and filed as Exhibit 3.4 to the Registration Statement (the “Amended and Restated Bylaws”);

(j) a copy of certain resolutions of the Board of Directors of the Company, adopted on January 7, 2021, March 25, 2021 and April 16, 2021, certified pursuant to the Secretary’s Certificate; and

(k) a copy of certain resolutions of the stockholders of the Company adopted on April 16, 2021, certified pursuant to the Secretary’s Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below, including the facts and conclusions set forth in the Secretary’s Certificate and the factual representations and warranties contained in the Underwriting Agreement.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the factual representations and warranties set forth in the Underwriting Agreement.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that when (i) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (ii) the Underwriting Agreement has been duly authorized, executed and delivered by the Company and the other parties thereto; (iii) the Amended and Restated Certificate of Incorporation has been filed with the Secretary of State of the State of Delaware and has become effective and the Board of Directors of the Company, including any appropriate committee appointed thereby, has taken all necessary corporate action to adopt Amended and Restated Bylaws and to approve the issuance and sale of the Shares and related matters, including the price per share of the Shares; (iv) the Shares are registered in the Company's share registry and delivered upon payment of the consideration therefor determined by the Board of Directors; and (v) the Shares, when issued and sold in accordance with the provisions of the Underwriting Agreement, will be duly authorized by all requisite corporate action on the part of the Company under the DGCL and validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.0001 per Share.

In rendering the opinion stated herein, we have assumed that the issuance of the Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Company's Amended and Restated Certificate of Incorporation, the Amended and Restated Bylaws or those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in Part II of the Registration Statement).

We hereby consent to the reference to our firm under the heading “Legal Matters” in the prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

ALN

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 9, 2021 relating to the financial statements, which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-254797) of FTC Solar, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-254797) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Austin, Texas
April 27, 2021
