

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

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

**BETTER CHOICE COMPANY INC.
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware
(State or Other Jurisdiction of Incorporation or
Organization)**

**4813
(Primary Standard Industrial
Classification Code Number)**

**83-4284557
(I.R.S. Employer
Identification Number)**

**12400 Race Track Road
Tampa, Florida 33626
Telephone: (813) 659-5921
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

Copy to:

**Louis Lombardo, Esq.
Denis Dufresne, Esq.
Meister Seelig & Fein LLP
125 Park Avenue, 7th Floor
New York, New York 10017
Tel: (212) 655-3500
Fax: (212) 655-3535**

**Nolan Taylor, Esq.
David Marx, Esq.
Dorsey & Whitney, LLP
111 South Main Street, Suite 2100
Salt Lake City, Utah 84111
Tel: (801) 933-7360
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Approximate date of commencement of proposed sale to the public: As soon as practicable on or 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. X 333-256405

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	X	Smaller reporting company	X
		Emerging growth company	<input 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽²⁾
Common Stock, \$0.001 par value share	\$5,500,000	\$600.05

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-256405), as amended, is hereby registered. This represents only the additional number of securities being registered and does not include the securities that the Registrant previously registered on the Related Registration Statement. The registrant previously paid a registration fee in connection with the Registration Statement on Form S-1 (File No. 333-256405), in an amount sufficient to cover the fee payable in the proposed maximum aggregate offering price including the fee payable herewith.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the independent registered public accounting firm of Better Choice Company Inc. ("Company"). This registration statement relates to the Company's registration statement on Form S-1 (File No 333-256405), as amended, including the exhibits and power of attorney thereto (the "Initial Registration Statement"), declared effective by the Securities and Exchange Commission (the "Commission") on June 29, 2021. The Company is filing this registration statement for the sole purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$5,500,000. Pursuant to Rule 462(b), the contents of the Initial Registration Statement are incorporated by reference into this registration statement.

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 Tampa, State of Florida, on June 29, 2021.

BETTER CHOICE COMPANY INC.

By: /s/ Scott Lerner
Scott Lerner
Chief Executive Officer

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

Signature	Title	Date
<u>/s/ Scott Lerner</u> Scott Lerner	Chief Executive Officer (Principal Executive Officer)	June 29, 2021
<u>/s/ Sharla A. Cook</u> Sharla A. Cook	Chief Financial Officer (Principal Financial and Accounting Officer)	June 29, 2021
<u>*</u> Jeff D. Davis	Director	June 29, 2021
<u>*</u> Gil Fronzaglia	Director	June 29, 2021
<u>*</u> Lori Taylor	Director	June 29, 2021
<u>*</u> John M. Word III	Director	June 29, 2021
<u>*</u> Michael Young	Director	June 29, 2021
*By: Sharla A. Cook as attorney-in-fact <u>/s/ Sharla A. Cook</u> Sharla A. Cook		

EXHIBIT INDEX

Exhibit Number

Description

5.1	Opinion of Meister Seelig & Fein LLP as to legality of the securities being registered.
23.1	Consent of Ernst and Young LLP
23.2	Consent of Meister Seelig & Fein LLP (included in Exhibit 5.1).
24.1	Power of Attorney (contained on the signature page to the Registration Statement File Number: 333-256405 on Form S-1 filed on May 24, 2021)



June 29, 2021

The Board of Directors
Better Choice Company Inc.
12400 Race Track Road
Tampa, Florida 33626

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Better Choice Company Inc., a Delaware corporation (the "Company"), in connection with the filing of the Registration Statement on Form S-1 (the "462(b) Registration Statement") on June 28, 2021 with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") which incorporates by reference the Company's Registration Statement on Form S-1 filed on May 24, 2021, as amended (File No. 333-256405) (the "Registration Statement"). The 462(b) Registration Statement relates to the proposed registration by the Company of up to 1,200,000 additional shares of common stock, \$0.001 par value per share (the "Common Stock," and such shares of Common Stock, the "Shares").

In that connection, we have reviewed originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

- (a) The 462(b) Registration Statement;
- (b) The Registration Statement and related prospectus;

(c) The certificate of incorporation of the Company, filed as Exhibit 3.1 to the Registration Statement, as filed with the Secretary of State of the State of Delaware on January 4, 2019, as amended by those certain certificates of amendment filed as Exhibits 3.2 – 3.5 to the Registration Statement, as filed with the Secretary of State of the State of Delaware on February 5, 2019, March 14, 2019, April 22, 2019, July 31, 2020, respectively (collectively, the "Certificate of Incorporation"), the certificate of designations, powers, preferences and other rights of preferred stock and qualifications limitations and restrictions thereof of Series F Preferred Stock of the Company, in the form filed as Exhibit 3.10 to the Registration Statement (the "Certificate of Designations") and together with the Certificate of Incorporation, the "Charter") and the bylaws of the Company as presently in effect, in the form filed as Exhibit 3.7 to the Registration Statement, all as certified by an officer of the Company as of a recent date;

- (d) The Underwriting Agreement between the Company and D.A. Davidson & Co. in the form filed as Exhibit 1.1 to the Registration Statement; and
- (e) Resolutions adopted by the Company's board of directors relating to Registration Statement.

The opinion set forth herein is subject to the following qualifications, which are in addition to any other qualifications contained herein:

A. We have assumed without verification the genuineness of all signatures on all documents, the authority of the parties (other than the Company) executing such documents, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies.

B. The opinion set forth herein is based on existing laws, ordinances, rules, regulations, court and administrative decisions as they presently have been interpreted and our opinion does not apply to any change in, and the effect thereof on, any of the foregoing occurring after the date hereof.

C. We have assumed without verification that, with respect to the minutes of any meetings of the stockholders of the Company or of the Board of Directors or any committees thereof of the Company that we have examined, due notice of the meetings was given or duly waived, the minutes accurately and completely reflect all actions taken at the meetings and a quorum was present and acting throughout the meetings.

D. We have assumed without verification the accuracy and completeness of the information contained in (i) the 462(b) Registration Statement, (ii) the Registration Statement (including but not limited to statements therein as to the number of shares of common stock issued and outstanding), as well as all of the other Documents and (iii) all corporate records made available to us by the Company.

E. The foregoing opinion is qualified to the extent that the enforceability of any document or instrument may be limited by or subject to bankruptcy, insolvency, fraudulent transfer or conveyance, reorganization, moratorium or other similar laws relating to or affecting creditors' rights generally, and general equitable or public policy principles.

F. We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America. As to matters governed by the laws specified in the foregoing sentence, we have relied exclusively on the latest standard compilations of such statutes and laws as reproduced in commonly accepted unofficial publications available to us. The opinion herein is as of the date hereof and is based on current law and facts and circumstances. We have no obligation, and expressly decline any undertaking, to revise or supplement this opinion or otherwise advise you should applicable law or the existing facts and circumstances change.

Based on the foregoing, upon the assumptions that there will be no changes in the documents we have examined and the other matters referred to above, we are of the opinion that, upon (i) due action by the Board of Directors of the Company to determine the price per share of the Shares, (ii) the due execution and delivery of the Underwriting Agreement by the parties thereto, and (iii) the effectiveness of the Registration Statement and the 462(b) Registration Statement under the Securities Act, the Shares will have been duly authorized and, when issued upon receipt of the Company of the consideration therefor, will be validly issued, fully paid and non-assessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the 462(b) Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

We hereby consent to the filing of this opinion with the Commission in connection with the 462(b) Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Meister Seelig & Fein LLP

Meister Seelig & Fein LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 30, 2021, with respect to the consolidated financial statements of Better Choice Company Inc. included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-256405) and related Prospectus of Better Choice Company Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Louisville, KY
June 29, 2021
