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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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**Presto Automation Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**84-2968594**  
(I.R.S. Employer  
Identification Number)

**985 Industrial Road  
San Carlos, CA 94070**  
(Address of Principal Executive Offices)(Zip Code)

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**Presto Automation Inc. 2022 Incentive Award Plan**  
(Full title of the plan)

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**Susan Shinoff**  
**General Counsel & Corporate Secretary**  
**Presto Automation Inc.**  
**985 Industrial Road**  
**San Carlos, CA 94070**  
(Name and address of agent for service)

**(650) 817-9012**  
(Telephone number, including area code, of agent for service)

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*Copies to:*

**Colin Diamond  
Laura Katherine Mann  
White & Case LLP  
609 Main Street  
Houston, Texas 77002  
(713) 496-9700**

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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	<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 is filed by Presto Automation Inc. (the “Company”) for the purpose of registering additional shares of common stock, par value \$0.0001 per share, of the Company (the “Common Stock”) under the Company’s 2022 Incentive Award Plan (the “2022 Incentive Plan”).

The number of shares of Common Stock reserved for issuance under the 2022 Incentive Plan are subject to automatic increase on January 1 of each of 2023 through 2032 by the number of shares equal to the lesser of (i) one percent (1%) of the total number of outstanding shares (rounded down to the nearest whole share) of Common Stock as of the immediately preceding December 31, or (ii) a number as may be determined by the Board of Directors of the Company (the “2022 Incentive Plan Evergreen Provision”). Pursuant to the 2022 Incentive Plan Evergreen Provision, the number of shares of Common Stock available for issuance under the 2022 Incentive Plan was increased by 512,316 shares effective January 1, 2023. This Registration Statement registers the additional shares available for issuance under the 2022 Incentive Plan as a result of the 2022 Incentive Plan Evergreen Provision.

Pursuant to Instruction E of Form S-8, the contents of the Company’s prior registration statements on Form S-8 registering shares of the Common Stock under the 2022 Incentive Plan (File No. 333-268846) are hereby incorporated by reference herein, and the information required by Part II of Form S-8 is omitted, except as supplemented by the information set forth below.

### PART I

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

##### **Item 1. Plan Information.\***

##### **Item 2. Registrant Information and Employee Plan Annual Information.\***

\* As permitted by Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in this Part I of Form S-8 (“Plan Information” and “Registrant Information and Employee Plan Annual Information”) will be sent or given to employees as specified by the Securities and Exchange Commission (the “SEC”) pursuant to Rule 428(b)(1) under the Securities Act. Such documents are not required to be and are not filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b) under the Securities Act, and will include the address and telephone number to which the request is to be directed.

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INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The Company hereby incorporates by reference in this Registration Statement the following:

- the [Annual Report on Form 10-K for the year ended June 30, 2023, filed by the Company with the SEC on October 11, 2023](#), as amended by [Amendment No. 1 to our Annual Report on Form 10-K/A, filed by the Company with the SEC on October 12, 2023](#) (the “2023 Annual Report”);
- the Current Reports on Form 8-K filed with the SEC on [August 2, 2023](#), [August 31, 2023](#), [October 11, 2023](#) and October 20, 2023 (excluding Item 2.02 and the exhibits furnished under Item 9.01 therein); and
- [the description of the Company’s Common Stock contained in Exhibit 4.1 to the Company’s 2023 Annual Report, including any amendment or report filed to update such description.](#)

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) prior to the filing of a post-effective amendment to which this Registration Statement relates, 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 in this Registration Statement and to be a part hereof from the date of filing or furnishing of such documents.

Any statement contained herein or in a document, all or a portion of which is 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 contained herein or in any other subsequently filed document which 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 be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the SEC is not deemed to be “filed” under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered “filed” under the Exchange Act or is to be incorporated by reference in this Registration Statement.

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**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1	<a href="#"><u>Second Amended &amp; Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 27, 2022).</u></a>
4.2	<a href="#"><u>Bylaws of Presto Automation Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on September 27, 2022).</u></a>
4.7	<a href="#"><u>Presto Automation Inc. 2022 Incentive Award Plan (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on September 27, 2022).</u></a>
5.1*	<a href="#"><u>Opinion of White &amp; Case LLP with respect to the legality of the Common Stock being registered.</u></a>
23.1*	<a href="#"><u>Consent of Moss Adams LLP.</u></a>
23.2*	<a href="#"><u>Consent of White &amp; Case LLP (included in Exhibit 5.1 to this Registration Statement).</u></a>
24.1*	<a href="#"><u>Power of Attorney of certain officers and directors (included on the signature page to this Registration Statement).</u></a>
107*	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the City of San Carlos, State of California on the 20th day of October, 2023.

### PRESTO AUTOMATION INC.

By: /s/ Xavier Casanova  
Name: Xavier Casanova  
Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Xavier Casanova and Nathan Cook, each acting alone, their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in their name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 and all post-effective amendments thereto, of Presto Automation Inc., and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Xavier Casanova</u> Xavier Casanova	Chief Executive Officer (Principal Executive Officer)	October 20, 2023
<u>/s/ Nathan Cook</u> Nathan Cook	Interim Chief Financial Officer (Principal Financial Officer)	October 20, 2023
<u>/s/ Stanley Mbugua</u> Stanley Mbugua	Chief Accounting Officer (Principal Accounting Officer)	October 20, 2023
<u>/s/ Krishna Gupta</u> Krishna Gupta	Director	October 20, 2023
<u>/s/ Ilya Golubovich</u> Ilya Golubovich	Director	October 20, 2023
<u>/s/ Keith Kravcik</u> Keith Kravcik	Director	October 20, 2023
<u>/s/ Scott Raskin</u> Scott Raskin	Director	October 20, 2023
<u>/s/ Gail Zauder</u> Gail Zauder	Director	October 20, 2023
<u>/s/ Edward Scheetz</u> Edward Scheetz	Director	October 20, 2023

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White & Case LLP  
609 Main Street  
Suite 2900  
Houston, TX 77002  
T +1 713 496 9700

[whitecase.com](http://whitecase.com)

October 20, 2023

Presto Automation Inc.  
985 Industrial Road  
San Carlos, CA 94070

Re: Presto Automation Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as New York counsel to Presto Automation Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “Commission”) of a registration statement on Form S-8 (the “Registration Statement”) on the date hereof, relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”), of 512,316 shares (the “Shares”) of common stock, par value \$0.0001 per share, of the Company reserved for issuance under the Company’s 2022 Incentive Award Plan (the “2022 Incentive Plan”).

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S–K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

In connection with our opinion expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) the Registration Statement;
- (b) a copy of the Second Amended & Restated Certificate of Incorporation of the Company, filed with the Secretary of State of the State of Delaware on September 21, 2022 and certified by the Secretary of the Company;
- (c) a copy of the Bylaws of the Company as in effect on September 21, 2022, certified by the Secretary of the Company;
- (d) a copy of the resolutions of the board of directors of the Company relating to, among other matters, the filing of the Registration Statement, certified by the Secretary of the Company; and
- (e) the 2022 Incentive Plan.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures on

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October 20, 2023

documents we have reviewed, the legal capacity and competency of all natural persons signing all documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed.

Based upon the foregoing assumptions, and subject to the qualifications set forth in this opinion letter, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that the Shares reserved for issuance pursuant to the 2022 Incentive Plan, as referenced above, have been duly authorized for issuance and sale pursuant to the 2022 Incentive Plan by all necessary corporate action of the Company, and when issued as provided under the 2022 Incentive Plan, they will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is limited to the matters stated in this opinion letter, and no opinion is implied or may be inferred beyond those expressly stated in this opinion letter. The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this 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 promulgated thereunder.

Best regards,

/s/ White & Case LLP

CJD; LKM; MA; BM

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Presto Automation Inc. (the "Company"), of our report dated October 10, 2023, relating to the consolidated financial statements of the Company (which report expresses an unqualified opinion and includes explanatory paragraphs relating to a going concern uncertainty and the adoption of a new accounting standard), appearing in the Annual Report on Form 10-K of the Company for the year ended June 30, 2023, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

San Francisco, California  
October 20, 2023

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## Calculation of Filing Fee Tables

**Form S-8**

(Form Type)

**Presto Automation Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other(2)	512,316(3)	\$ 1.41	\$ 722,365.56	\$0.00014760	\$ 106.62
<b>Total Offering Amounts</b>					\$ 722,365.56	\$0.00014760	\$ 106.62
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$ 106.62

- (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 \$0.0001 per share (the “Common Stock”), of Presto Automation Inc. (the “Company”) that may become issuable under the terms of the Company’s 2022 Incentive Award Plan (the “2022 Incentive Plan”) by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Company’s receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based upon the average of the high and low selling prices of the Common Stock on October 13, 2023, as reported on the Nasdaq Stock Market LLC.
- (3) Represents additional shares reserved for issuance authorized as of January 1, 2023 under the evergreen provision of the 2022 Incentive Plan.

Table 2 – Fee Offset Claims and Sources

N/A