

RenovaCare, Inc.
Form POS AM
April 18, 2018

As filed with the U.S. Securities and Exchange Commission on April 18, 2018

Registration No. 333-222974

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

Post-Effective Amendment No. 1 to

FORM S-1

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

RenovaCare, Inc.

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

| | | |
|---|---|---|
| Nevada | 3841 | 98-0384030 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code number) | (I.R.S. Employer Identification No.) |

RenovaCare, Inc.
430 Park Avenue, Suite 702
New York, New York 10022

Thomas Bold
RenovaCare, Inc.
430 Park Avenue, Suite 702

(888) 398-0202

New York, New York 10022

(Address and telephone number
of principal executive offices)

(888) 398-0202
(Name, address and telephone
number of agent for service)

Copies to:

Joseph Sierchio, Esq.

Satterlee Stephens LLP

230 Park Avenue

Suite 1130

New York, New York 10169

Telephone: (212) 818-9200

Facsimile: (212) 818-9606

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: "

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 1933 Act, please check the following box and list the 1933 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(c) under the 1933 Act, check the following box and list the 1933 Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(d) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

| | | | |
|---|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| (Do not check if a smaller reporting company) | | 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 to comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

Explanatory Note

This Post-Effective Amendment No. 1 (this "Amendment") relates to the Registrant's Registration Statement on Form S-1 (File No. 333-222974), as declared effective on April 17, 2018 (the "Registration Statement") by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

ITEM 16. EXHIBITS

Except as specifically otherwise indicated all exhibits have been previously filed.

Exhibit

| No. | Description of Exhibit |
|-------------|---|
| 3.1 | Articles of Incorporation, as amended, of the Company, incorporated by reference and included in the Company's Registration Statement on Form 10-SB 12g filed on May 11, 1999, SEC file number 000-30156-99616992. |
| <u>3.2</u> | <u>Articles of Incorporation, as amended, of the Company incorporated by reference and included in the Company's Form 8-K filed on January 10, 2011, SEC file number 000-30156-11520181.</u> |
| <u>3.3</u> | <u>Articles of Incorporation, as amended, of the Company incorporated by reference and included in the Company's Form 8-K filed on January 10, 2014, SEC file number 000-30156-14521612.</u> |
| <u>3.4</u> | <u>Bylaws of the Company incorporated by reference and included in the Company's Registration Statement on Form 10-SB 12g filed on May 11, 1999, SEC file number 000-30156-99616992.</u> |
| <u>4.1†</u> | <u>Form of Series A Common Stock Purchase Warrant dated July 12, 2013, incorporated by reference and included in the Company's Form 8-K filed on July 18, 2013, as amended on November 21, 2013 and December 27, 2013, SEC file 0156-131300357.</u> |
| <u>4.2</u> | <u>Form of Stock Purchase Warrant, incorporated by reference and included in the Company's Form 8-K filed on December 5, 2013, SEC file number 000-30156- 131259657.</u> |
| <u>4.3</u> | <u>Registration Rights Agreement dated November 29, 2013, between Kalen Capital Corporation and the Company, incorporated by reference and included in the Company's Form 8-K filed on December 5, 2013, SEC file number 000-30156- 131259657.</u> |

- 4.4 Form of Series D Stock Purchase Warrant, incorporated by reference and included in the Company's Form 8-K filed on June 10, 2015, SEC file number 000-30156-1592367.
- 4.5 Convertible Promissory Note dated September 9, 2016, between Kalen Capital Corporation and the Company; incorporated by reference and included in the Company's Form 8-K filed on September 16, 2016, SEC file number 000-30156-161888353
- 4.6 Series E Stock Purchase Warrant dated September 9, 2016; incorporated by reference and included in the Company's Form 8-K filed on September 16, 2016, SEC file number 000-30156-161888353
- 4.7 Form of Convertible Promissory Note dated February 23, 2017; incorporated by reference and included in the Company's Form 8-K filed on March 1, 2017, SEC file number 000-30156-17541363
- 4.8 Form of Series F Stock Purchase Warrant dated February 23, 2017; incorporated by reference and included in the Company's Form 8-K filed on March 1, 2017, SEC file number 000-30156-17541363
- 4.9 Convertible Promissory Note dated March 9, 2017; incorporated by reference and included in the Company's Form 8-K filed on March 14, 2017, SEC file number 000-30156-17686968
- 4.10 Form of Series G Stock Purchase Warrant; incorporated by reference and included in the Company's Form 8-K filed on July 24, 2017, SEC file number 000-1477932-17-003496.
- 4.11 Form of Series H Stock Purchase Warrant dated October 16, 2017; incorporated by reference and included in the Company's Form 8-K filed on October 18, 2017, SEC file number 000-30156-171141509
- 5.1 Opinion of Satterlee Stephens LLP*
- 10.1§ Employment Agreement dated June 20, 2013, between Rhonda B. Rosen and the Company, incorporated by reference and included in the Company's Form 8-K filed on June 26, 2013, SEC file number 000-30156-131259657

- 10.2† Asset Purchase Agreement dated as of June 21, 2013, between Jörg Gerlach, MD, PhD and the Company, incorporated by reference and included in the Company's Form 8-K filed on July 18, 2013, as amended on November 21, 2013 and December 27, 2013, SEC file number 000-30156-131300357
- 10.3§ Form of Stock Option Agreement, incorporated by reference and included in the Company's Form 8-K filed on June 26, 2013, SEC file number 000-30156- 131259657
- 10.4 Finder's Agreement dated August 13, 2013, between Vector Asset Management, Inc. and the Company, incorporated by reference and included in the Company's Form 10-Q filed on August 14, 2013, SEC file number 000-30156-13109753
- 10.5§ At-Will Executive Services Agreement dated October 1, 2013, between Rhonda B. Rosen and the Company, incorporated by reference and included in the Company's Form 10-Q filed on November 14, 2013, SEC file number 000- 30156-13129717
- 10.6 Subscription Agreement for 3,500,000 units dated November 29, 2013, between Kalen Capital Corporation and the Company, incorporated by reference and included in the Company's Form 8-K filed on December 5, 2013, SEC file number 000-30156-131259657
- 10.7§ At-Will Consulting Agreement effective as of December 1, 2013, between Thomas Bold and the Company, incorporated by reference and included in the Company's Form 8-K filed on December 5, 2013, SEC file number 000-30156- 131259657
- 10.8 Stock Purchase Agreement dated December 31, 2013, between Duke Mountain Resources, Inc., Fostung Resources Ltd. and the Company, incorporated by reference and included in the Company's Form 8-K filed on January 7, 2014, SEC file number 000-30156-14513586
- 10.9§ At-Will Consulting Agreement effective as of April 1, 2014, between Patsy Trisler and the Company, incorporated by reference and included in the Company's Form 8-K filed on April 7, 2014, SEC file number 000-30156- 14838542
- 10.10§ Stock Option Agreement dated April 1, 2014, between Patsy Trisler and the Company, incorporated by reference and included in the Company's Form 8-K filed on April 7, 2014, SEC file number 000-30156-14838542
- 10.12 Post-Closing Amendment to Asset Purchase Agreement between Jörg Gerlach, MD, PhD and the Company, incorporated by reference and included in the Company's Form 8-K filed on September 15, 2014, SEC file number 000- 30156-141102510
- 10.13 Option Agreement between Jörg Gerlach, MD, PhD and the Company, incorporated by reference and included in the Company's Form 8-K filed on May 5, 2015, SEC file number 000-30156-15833270
- 10.14 Form of Subscription Agreement, incorporated by reference and included in the Company's Form 8-K filed on June 10, 2015, SEC file number 000-30156- 1592367

- 10.15 Loan Agreement between Kalen Capital Corporation and the Company; incorporated by reference and included in the Company's Form 8-K filed on September 16, 2016, SEC file number 000-30156-161888353
- 10.16 Form of Loan Agreement dated February 23, 2017; incorporated by reference and included in the Company's Form 8-K filed on March 1, 2017, SEC file number 000-30156-17654590
- 10.17 Loan Agreement dated March 9, 2017; incorporated by reference and included in the Company's Form 8-K filed on March 14, 2017, SEC file number 000-30156-17686968

| | |
|---------|--|
| 10.18 | <u>Amendment to Loan Agreement between Joseph Sierchio and the Company dated March 9, 2017; incorporated by reference and included in the Company's Form 8-K filed on March 14, 2017, SEC file number 000-30156-17686968</u> |
| 10.19 | <u>Amendment to Loan Agreement between Kalen Capital Corporation and the Company dated March 9, 2017; incorporated by reference and included in the Company's Form 8-K filed on March 14, 2017, SEC file number 000-30156-17686968</u> |
| 10.20 | <u>Form of Subscription Agreement dated July 21, 2017; incorporated by reference and included in the Company's Form 8-K filed on July 24, 2017, SEC file number 000-30156-17978114</u> |
| 10.21 | <u>Form of Securities Purchase Agreement dated October 16, 2017; incorporated by reference and included in the Company's Form 8-K filed on October 18, 2017, SEC file number 000-30156-171141509</u> |
| 14.1 | <u>Code of Ethics, incorporated by reference and included in the Company's Form 10-K file on April 15, 2009, SEC file number 000-30156-09750383</u> |
| 21 | <u>Subsidiaries of the Registrant</u> |
| 23.1 | <u>Consent of Satterlee Stephens LLP*</u> |
| 23.2 | <u>Consent of Peterson Sullivan LLP</u> |
| 24.1 | Power of Attorney. |
| 99.1§ | <u>2013 Incentive Stock Option Plan, incorporated by reference and included in the Company's Form 8-K filed on June 26, 2013, SEC file number 000- 30156-1393344</u> |
| 101.INS | XBRL Instance Document** |
| 101.SCH | XBRL Taxonomy Extension - Schema Document** |
| 101.CAL | XBRL Taxonomy Extension - Calculation Linkbase Document** |
| 101.DEF | XBRL Taxonomy Extension - Definition Linkbase Document** |
| 101.LAB | XBRL Taxonomy Extension - Label Linkbase Document** |
| 101.PRE | XBRL Taxonomy Extension - Presentation Linkbase Document** |

* Filed herewith.

† Portions of this exhibit have been omitted pursuant to a request for confidential treatment under Rule 24b-2 of the Securities Exchange Act of 1934, as amended, and the omitted material has been separately filed with the Securities and Exchange Commission.

- § Indicates a management contract or compensatory plan or arrangement.
- ** Furnished herewith. XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this post-effective amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on April 18, 2018.

RenovaCare, Inc.

By: */s/ Thomas Bold*
 Name: Thomas Bold
 Title: President and Chief Executive Officer,

 Interim Chief Financial Officer ,
 Director

 (Principal Executive Officer, Principal
 Accounting Officer and Principal
 Financial Officer)

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

| Date | Name | Title | Signature |
|----------------|---------------------------|--|-------------------------------|
| April 18, 2018 | Thomas Bold | President and Chief Executive Officer, Interim Chief Financial Officer, Director (Principal Executive Officer, Principal Accounting Officer and Principal Financial Officer) | <i><u>/s/ Thomas Bold</u></i> |
| April 18, 2018 | Harmel S. Rayat | Chairman and Director | * |
| April 18, 2018 | Patsy Trisler | Vice President - Clinical & Regulatory Affairs | * |
| April 18, 2018 | K e n n e t h Kirkland | Director | * |
| April 18, 2018 | Joseph Sierchio | Director | * |

* By: */s/ Thomas Bold*
Thomas Bold
Attorney-in-fact