

# SONO TEK CORP

## **FORM S-8 POS** (Post-Effective Amendment to an S-8 filing)

Filed 07/28/21

Address	2012 RT 9W BLDG 3 MILTON, NY, 12547
Telephone	8457952020
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Symbol	SOTK
SIC Code	3690 - Miscellaneous Electrical Machinery, Equipment and Supplies
Industry	Industrial Machinery & Equipment
Sector	Industrials
Fiscal Year	02/28

As filed with the Securities and Exchange Commission on July 28, 2021

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**Post-Effective Amendment No. 1 to**

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**SONO-TEK CORPORATION**

(Exact name of Registrant as specified in its charter)

**New York**

(State or other jurisdiction of incorporation or organization)

**14-1568099**

(I.R.S. Employer Identification No.)

2012 Route 9W  
Milton, NY 12547  
845-795-2020

(Address and telephone number of Registrant's principal executive offices)

Sono-Tek Corporation 2013 Stock Incentive Plan  
(Full title of plans)

Christopher L. Coccio  
Sono-Tek Corporation  
2012 Route 9W  
Milton, NY 12547  
845-795-2020

(Name, address and telephone number of agent for service)

Copies of all Correspondence to:

David M. Henkoff, Esq.  
Eilenberg & Krause LLP  
11 East 44<sup>th</sup> Street  
New York, NY 10017  
Tel: 212-986-9700

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

Accelerated Filer

Non-accelerated Filer

Smaller reporting company

Emerging growth 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.

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## EXPLANATORY NOTE

The sole purpose of this Post-Effective Amendment No. 1 to Sono-Tek Corporation's (the "Company's") Form S-8 Registration Statement originally filed with the Securities and Exchange Commission on March 7, 2017 (the "Original Registration Statement"), is to file the consent of Liggett & Webb, P.A. to the incorporation by reference into this Form S-8 of Liggett & Webb's report dated May 29, 2020, relating to the consolidated financial statements of the Company, included in the Company's Annual Reports on Form 10-K for its fiscal years ended February 28, 2021 and February 29, 2020. This Post-Effective Amendment No. 1 to Form S-8 does not update, amend or modify any other information, statements or disclosure contained in the Original Registration Statement, except as otherwise referenced herein.

### Item 8. Exhibits.

The following exhibits are filed or incorporated by reference as part of this Registration Statement:

Exhibit Numbers	Description of Document
3.1	<a href="#">Certificate of Incorporation of the Registrant and all amendments thereto</a> (incorporated herein by reference to the Registrant's Registration Statement on Form S-8, File No. 333-112913.)
3.2	<a href="#">By-laws of the Registrant, as amended</a> (incorporated herein by reference to the Company's Current Report on Form 8-K dated March 7, 2019 and filed with the Securities and Exchange Commission on March 13, 2019.)
4.1	<a href="#">Sono-Tek Corporation 2013 Stock Incentive Plan</a> (incorporated herein by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on July 25, 2013)
4.2	<a href="#">Form of Notice of Stock Option Award Sono-Tek Corporation 2013 Stock Incentive Plan</a> (incorporated herein by reference to the Registrant's Registration Statement on Form S-8, File No. 333-216504.)
5.1	<a href="#">Opinion of Eilenberg &amp; Krause LLP</a> (incorporated herein by reference to the Registrant's Registration Statement on Form S-8, File No. 333-216504.)
23.1	<a href="#">Consent of Eilenberg &amp; Krause LLP</a> (contained in their opinion constituting Exhibit 5.1)
23.2	<a href="#">Consent of Liggett &amp; Webb, P.A.</a>
24.1	<a href="#">Power of Attorney</a> (included on signature page)

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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 Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Milton, New York, on July 28, 2021.

### SONO-TEK CORPORATION

By: /s / Dr. Christopher L. Coccio  
Christopher L. Coccio  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated. Each person whose signature appears below hereby authorizes Christopher Coccio with full power of substitution, to execute in the name and on behalf of such person any amendment or any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the Registrant deems appropriate, and appoints Christopher L. Coccio, with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s / Dr. Christopher L. Coccio Christopher L. Coccio	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	July 28, 2021
/s / Stephen J. Bagley Stephen J. Bagley	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 28, 2021
/s / R. Stephen Harshbarger R. Stephen Harshbarger	President and Director	July 28, 2021
/s / Eric Haskell Eric Haskell	Director	July 28, 2021
/s / Donald F. Mowbray Donald F. Mowbray	Director	July 28, 2021
/s / Carol O'Donnell Carol O'Donnell	Director	July 28, 2021
/s / Joseph Riemer Joseph Riemer	Director	July 28, 2021
/s / Philip Strasburg Philip Strasburg	Director	July 28, 2021

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Post Effective Amendment No. 1 to the Registration Statement of Sono-Tek Corporation on Form S-8 (File No. 333-216504) of our report dated May 29, 2020, with respect to our audit of the consolidated financial statements as of and for the year ended February 29, 2020 of the Company included in the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2021.

*s/ Liggett & Webb, P.A*

New York, NY  
July 28, 2021