

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SONOMA PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

68-0423298

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

1129 N. McDowell Blvd., Petaluma, CA

(Address of principal executive offices)

94954

(Zip Code)

**Sonoma Pharmaceuticals, Inc. 2011 Stock Incentive Plan
Sonoma Pharmaceuticals, Inc. 2016 Equity Incentive Plan
Inducement Stock Option Award**

(Full title of the plans)

Frederick Sandford
Chief Executive Officer
Sonoma Pharmaceuticals, Inc.
1129 N. McDowell Blvd.
Petaluma, CA
(707) 283-0550

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

Copy to:

Amy M. Trombly, Esq.
Trombly Business Law, PC
1314 Main Street, Suite 102
Louisville, CO 80027
(617) 243-0060

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," "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
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.

CALCULATION OF REGISTRATION FEE

| Title of Securities to Be Registered | Amount to Be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--|------------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$0.0001 per share, issued under the Sonoma Pharmaceuticals, Inc. 2011 Stock Incentive Plan | 925,760 (3) | \$0.775 | \$717,464 | \$86.96 |
| Common Stock, par value \$0.0001 per share, issued under the Sonoma Pharmaceuticals, Inc. 2016 Equity Incentive Plan | 493,738 (3) | \$0.775 | \$382,647 | \$46.38 |
| Common Stock, par value \$0.0001 per share, issued as an inducement stock option award | 400,000 (4) | \$0.775 | \$310,000 | \$37.57 |
| Total Registration | 1,819,498 | | \$1,410,111 | \$170.91 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, the Securities Act, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Sonoma Pharmaceuticals, Inc. 2011 Stock Incentive Plan and the Sonoma Pharmaceuticals, Inc. 2016 Equity Incentive Plan described herein.
- (2) Estimated solely for calculation of the registration fee pursuant to Rules 457(c) and (h)(1) under the Securities Act, based on the average of the high and low prices for the Registrant's Common Stock on December 17, 2018, as reported on the NASDAQ Capital Market.
- (3) Represents shares of common stock that were added to the share authorized for issuance under the respective plan pursuant to "evergreen" provisions in the plan. Under these provisions, the number of shares authorized for issuance increased on April 1, 2018.
- (4) Represents shares of common stock issuable as an inducement stock option award for Frederick Sandford in accordance with Nasdaq Listing Rule 5635(c)(4), as an inducement material to his entering into employment with the Registrant as Chief Executive Officer and Interim Chief Financial Officer.

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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.

In accordance with the Instructional Note to Part I of Form S-8 as promulgated by the Securities and Exchange Commission, the information specified by Part I of Form S-8 has been omitted from this registration statement on Form S-8.

The documents containing the information specified in Part I, Items 1 and 2, will be delivered to each of the employee participants in accordance with Form S-8 and Rule 428(b)(1) promulgated under the Securities Act of 1933.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

The Registrant will provide, without charge, to each person to whom a copy of a Section 10(a) prospectus hereunder is delivered, upon the oral or written request of such person, a copy of any document incorporated in this registration statement by reference. The Registrant will also make available without charge, upon oral or written request, other documents required to be delivered pursuant to Rule 428(b). Requests for such information should be directed to: Investor Relations, Sonoma Pharmaceuticals, Inc., 1129 N. McDowell Blvd., Petaluma, California 94954, telephone (707) 283-0550.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2018, filed June 26, 2018 pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) The Registrant's Quarterly Report on Form 10-Q filed August 8, 2018 and November 8, 2018;
- (b) The Registrant's Current Reports on Form 8-K filed June 5, 2018, June 13, 2018, August 8, 2018, September 13, 2018, September 19, 2018, October 4, 2018, November 8, 2018, November 21, 2018, November 28, 2018 and December 14, 2018;
- (c) The Registrant's Proxy Statement on Schedule 14A filed July 27, 2018; and
- (d) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A filed December 15, 2006, pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated in this registration statement by reference and to be a part hereof from the date of filing of such documents. Any statement contained in this registration statement, in a supplement to this registration statement or in a document 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 subsequently filed supplement to this registration statement or in any document that is subsequently incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

No named expert or counsel was hired on a contingent basis, will receive a direct or indirect interest in the Registrant, or was a promoter, underwriter, voting trustee, director, officer or employee of the Registrant. No expert or counsel has any contingent-based agreement with the Registrant or any other interest in or connection to the Registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the registrant or having served at the request of the corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions; or (4) for any transaction from which the director derived an improper personal benefit.

Article VIII of the Registrant's Restated Certificate of Incorporation, as amended (included as Exhibit 3.1(I) to the Registrant's Annual Report on Form 10-K for the year ended March 31, 2007, filed June 20, 2007) and Article 6 of the Registrant's Amended and Restated Bylaws, as amended (included as Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed November 4, 2010) provide for indemnification of the Registrant's directors, officers, employees and other agents to the extent and under the circumstances permitted by the Delaware General Corporation Law.

The Registrant has also entered into respective indemnification agreements (the form of which is included as Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-135584), as amended, declared effective on January 24, 2007) with its officers and directors that will require the Registrant to, among other things, indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers to the fullest extent not prohibited by law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

| Exhibit No. | Description |
|-------------|--|
| 5.1 | Opinion of Trombly Business Law, PC (filed herewith). |
| 10.1 | Sonoma Pharmaceuticals, Inc. 2011 Stock Incentive Plan (included in the Registrant's Definitive Proxy Statement on Schedule 14A filed July 29, 2011, and incorporated herein by reference). |
| 10.2 | Sonoma Pharmaceuticals, Inc. 2016 Equity Incentive Plan (included in the Registrant's Definitive Proxy Statement on Schedule 14A filed July 29, 2016, and incorporated herein by reference). |
| 23.1 | Consent of Marcum LLP (filed herewith). |
| 23.2 | Consent of Trombly Business Law, PC (included in Exhibit 5.1 filed herewith). |

ITEM 9. UNDERTAKINGS.

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are made, a post-effective amendment to this registration statement:
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
 - (2) That, for the purpose of determining liability under the Securities Act of 1933, each such post-effective amendment shall be deemed a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (h)(3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 Petaluma, State of California, on the 19th day of December, 2018.

SONOMA PHARMACEUTICALS, INC.

By: /s/ Frederick Sandford

Frederick Sandford
Chief Executive 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.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|---|--|--------------------|
| <u>/s/ Frederick Sandford</u> Frederick Sandford | Chief Executive Officer, Interim Chief Financial Officer and Director (Principal Executive Officer and Principal Accounting Officer) | December 19, 2018 |
| <u>/s/ Sharon Barbari</u> Sharon Barbari | Director | December 19, 2018 |
| <u>/s/ Jay Edward Birnbaum</u> Jay Edward Birnbaum | Director | December 19, 2018 |
| <u>/s/ Philippe Weigerstorfer</u> Philippe Weigerstorfer | Director | December 19, 2018 |
| <u>/s/ Jerry McLaughlin</u> Jerry McLaughlin | Director | December 19, 2018 |



1314 Main Street, Suite 102
Louisville, CO 80027

Phone: 617-243-0060
Fax: 617-243-0066

December 19, 2018

Sonoma Pharmaceuticals, Inc.
1129 N. McDowell Blvd.
Petaluma, CA 94954

Re: Registration Statement on Form S-8

Members of the Board of Directors:

I have acted as counsel to Sonoma Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of a registration statement on Form S-8 (the "Registration Statement"), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended, an aggregate of 1,819,498 shares (the "Shares") of its common stock, par value \$0.0001 (the "Common Stock"). The Shares consist of: (i) 925,760 shares registered and issuable under the Sonoma Pharmaceuticals, Inc. 2011 Stock Incentive Plan; (ii) 493,738 shares registered and issuable under the Sonoma Pharmaceuticals, Inc. 2016 Equity Incentive Plan; and (iii) 400,000 shares registered and issuable as an inducement stock option award. This opinion is being rendered in connection with the filing of the Registration Statement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, I have examined the Company's Restated Certificate of Incorporation, as amended, and the Company's Amended and Restated Bylaws, as amended, both as currently in effect and such other records of the corporate proceedings of the Company and certificates of the Company's officers as I deemed relevant, and the Registration Statement and the exhibits thereto.

In my examination, I have assumed the genuineness of all signatures, the legal capacities of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photostatic copies and the authenticity of the originals of such copies.

Based upon the foregoing, I am of the opinion that (i) the Shares have been duly and validly authorized by the Company and (ii) the Shares, when issued in accordance with (a) the terms and conditions of the Sonoma Pharmaceuticals, Inc. 2011 Stock Incentive Plan and (b) the terms and conditions of the Sonoma Pharmaceuticals, Inc. 2016 Equity Incentive Plan, will be duly and validly issued, fully paid and non-assessable shares of Common Stock.

My opinion is limited to the Delaware General Corporation Law and federal securities laws of the United States and I express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction. This opinion is limited to the matters stated herein. I disavow any obligation to update this opinion or advise you of any changes in my opinion in the event of changes in the applicable laws or facts or if additional or newly discovered information is brought to my attention.

I understand that you wish to file this opinion as an exhibit to the Registration Statement, and I hereby consent thereto.

Very truly yours,

/s/ Amy Trombly, Esq.
Amy Trombly, Esq.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Sonoma Pharmaceuticals, Inc. on Form S-8 of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated June 26, 2018, with respect to our audits of the consolidated financial statements of Sonoma Pharmaceuticals, Inc. and Subsidiaries as of March 31, 2018 and 2017 and for each of the two years in the period ended March 31, 2018 appearing in the Annual Report on Form 10-K of Sonoma Pharmaceuticals, Inc. for the year ended March 31, 2018.

/s/ Marcum llp

Marcum llp
New York, NY
December 19, 2018