

BSQUARE CORP /WA  
Form S-8  
December 14, 2016

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

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

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

**110 110<sup>th</sup> Avenue NE, Suite 300**

**Bellevue, Washington 98004**

**91-1650880**  
**(I.R.S. Employer**  
**Identification No.)**

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(Address of Principal Executive Offices) (Zip Code)

**BSQUARE CORPORATION 2011 INDUCEMENT AWARD PLAN**

(Full title of the plan)

**Jerry D. Chase**

**President and Chief Executive Officer**

**110 110<sup>th</sup> Avenue NE, Suite 300**

**Bellevue, Washington 98004**

(Name and address of agent for service)

**(425) 519-5900**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Mark F. Worthington, Esq.**

**Summit Law Group, PLLC**

**315 Fifth Avenue South, Suite 1000**

**Seattle, Washington 98104**

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 Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, no par value per share	200,000 (2)	\$5.88(3)	\$1,175,000	\$136.18
<b>TOTALS</b>	200,000		\$1,175,000	\$136.18

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this registration statement also covers any additional shares of the registrant s common stock that become issuable under the registrant s BSQUARE Corporation 2011 Inducement Award Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the registrant s outstanding shares of common stock.
- (2) Represents additional shares of common stock available for issuance under the BSQUARE Corporation 2011 Inducement Award Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act based upon the average of the high and low sales price of the common stock on December 8, 2016, as reported on the Nasdaq Global Market.

**EXPLANATORY NOTE UNDER GENERAL INSTRUCTION E**

**REGISTRATION OF**

**ADDITIONAL SECURITIES AND INCORPORATION BY REFERENCE**

This registration statement registers 200,000 additional shares of the registrant's common stock authorized for issuance under the registrant's BSQUARE Corporation 2011 Inducement Award Plan. The additional shares are of the same class as other securities relating to the BSQUARE Corporation 2011 Inducement Award Plan for which the registrant's previous registration statements on Form S-8 (File Nos. 333-183667 and 333-205706), including any amendments thereto or filings incorporated therein, is incorporated by reference into this registration statement pursuant to General Instruction E, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this registration statement.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The registrant hereby incorporates by reference in this registration statement the following documents and information previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The registrant's Annual Report on Form 10-K filed with the Commission on February 11, 2016;
- (b) The registrant's Quarterly Reports on Form 10-Q filed with the Commission on May 5, 2016, August 3, 2016 and November 10, 2016;
- (c) All other reports filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since December 31, 2015; and
- (d) The description of the registrant's common stock contained in the Registration Statement on Form 8-A filed with the Commission on October 15, 1999 (File No. 000-27687), including any amendments or reports 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 Exchange Act prior to the filing of a post-effective amendment 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 into this registration statement and to be a part hereof from the date of filing 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 amended, to constitute a part of this registration statement.

**Item 8. Exhibits.**

See the attached Exhibit Index, which is incorporated herein by reference.

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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 Bellevue, State of Washington, on the 14<sup>th</sup> day of December, 2016.

**BSQUARE CORPORATION**

(Registrant)

By:            /S/ JERRY D. CHASE  
Jerry D. Chase

President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Jerry D. Chase his or her true and lawful attorney-in-fact and agent, with the power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact and his agent or his 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 indicated below on the 14<sup>th</sup> day of December, 2016.

<b>Signature</b>	<b>Title</b>
/s/ JERRY D. CHASE	President and Chief Executive Officer, Director
<b>Jerry D. Chase</b>	(Principal Executive Officer and Acting Principal Financial and Accounting Officer)
/s/ ANDREW S.G. HARRIES	Chairman of the Board of Directors
<b>Andrew S.G. Harries</b>	
/s/ ROBERT J. CHAMBERLAIN	Director
<b>Robert J. Chamberlain</b>	
/s/ MARY JESSE	Director
<b>Mary Jesse</b>	
/s/ WILLIAM D. SAVOY	Director

**William D. Savoy**

/s/ KENDRA A. VANDERMEULEN

Director

**Kendra A. VanderMeulen**

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Exhibit**

- |      |   |
|------|---|
| 4.1  | BSQUARE Corporation 2011 Inducement Award Plan (incorporated by reference to Exhibit 10.1 filed with the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011) |
| 5.1  | Opinion of Summit Law Group, PLLC   |
| 23.1 | Consent of Moss Adams LLP, Independent Registered Public Accounting Firm  |
| 23.2 | Consent of Summit Law Group, PLLC (included in opinion filed as Exhibit 5.1)  |
| 24.1 | Power of attorney (included on the signature page to this registration statement)   |