

R F INDUSTRIES LTD  
Form S-8  
July 20, 2015

As filed with the Securities and Exchange Commission on July 20, 2015 Registration No. 333-\_\_\_\_\_

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

RF INDUSTRIES, LTD.  
(Exact name of registrant as specified in its charter)

Nevada 88-0168936  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**7610 Miramar Road**

**San Diego, CA 92126**

**(858) 549-6340**

(Address of principal executive offices)

2010 Stock Incentive Plan

(Full title of the plan)

**Johnny Walker, Chief Executive Officer**

**RF INDUSTRIES, LTD.**

**7610 Miramar Road**

**San Diego, CA 92126**

(Name and address of agent for service)

(858) 549-6340

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

Copy to:

Istvan Benko

TroyGould PC

1801 Century Park East, Suite 1600

Los Angeles, California 90067

(310) 789-1226

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. (Check one):

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 <sup>(1)</sup></b> | <b>Proposed maximum offering price per share</b> | <b>Proposed maximum aggregate offering price</b> | <b>Amount of registration fee <sup>(4)</sup></b> |
|---|---|--|--|--|
| Common Stock, \$0.01 par value per share <sup>(2)</sup> | 57,000 shares <sup>(2)</sup>                  | \$3.96 <sup>(2)</sup>                            | \$225,720 <sup>(2)</sup>                         | \$26.23  |
| Common Stock, \$0.01 par value per share <sup>(2)</sup> | 100,000 shares <sup>(2)</sup>                 | \$4.07 <sup>(2)</sup>                            | \$407,000 <sup>(2)</sup>                         | \$47.30  |
| Common Stock, \$0.01 par value per share <sup>(3)</sup> | 343,000 shares <sup>(3)</sup>                 | \$5.74 <sup>(3)</sup>                            | \$1,968,820 <sup>(3)</sup>                       | \$228.78   |
| <b>TOTAL</b>  | 500,000 shares--                              |  | \$2,601,540                                      | \$302.31   |

Pursuant to Rule 416(a) of the Securities Act of 1933, this registration statement covers, in addition to the shares of common stock specified above, an indeterminate number of additional shares of common stock that may become (1) issuable under the 2010 Stock Incentive Plan as a result of the anti-dilution adjustment provisions contained therein.

The registration fee for shares of common stock issuable upon exercise of outstanding awards under the 2010 (2) Stock Incentive Plan was calculated pursuant to Rule 457(h) of the Securities Act of 1933 using the prices at which such outstanding options may be exercised.

Represents shares reserved for issuance pursuant to future awards under the 2010 Stock Incentive Plan. The (3) proposed maximum offering price per share and maximum aggregate offering price for these shares were estimated pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933 on the basis of the \$4.35 average of the high and low trading prices of the registrant's common stock, as reported on the Nasdaq Global Market on July 16, 2015.

Amount of registration fee was calculated pursuant to Section 6(b) of the Securities Act of 1933, which provides (4) that the fee shall be \$116.20 per \$1,000,000 of the proposed maximum aggregate offering price of the securities proposed to be offered.

**EXPLANATORY NOTE UNDER GENERAL INSTRUCTION E**

**REGISTRATION OF ADDITIONAL SECURITIES AND INCORPORATION BY REFERENCE**

A Registration Statement on Form S-8, File No. 333-169490 was filed on September 20, 2010 to register 1,000,000 shares (as adjusted for a 2-for-1 stock split) of common stock of RF Industries, Ltd. (the “Registrant”), that were issuable under the 2010 Stock Incentive Plan (the “Plan”).

The Registrant subsequently amended the Plan to increase the number of shares issuable upon the exercise of options and other awards granted thereunder by 500,000 shares. Accordingly, this registration statement registers the additional 500,000 shares of common stock issuable under the Plan.

**INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT**

The contents of the Registration Statement of RF Industries, Ltd., File No. 333-169490 , filed on September 20, 2010, as amended, are incorporated into this Registration Statement by this reference, pursuant to General Instruction E to Form S-8, 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 THE REGISTRATION STATEMENT

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

The following documents previously filed by RF Industries, Ltd. (“we,” “us,” “our,” or the “Company”) with the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934 are incorporated by reference in this registration statement:

· Our Annual Report on Form 10-K for the fiscal year ended October 31, 2014, filed with the SEC on January 29, 2015;

· Our Quarterly Reports on Form 10-Q for the fiscal quarter ended January 31, 2015, filed with the SEC on March 17, 2015, and for the fiscal quarter ended April 30, 2015, filed with the SEC on June 15, 2015;

· Our Current Reports on Form 8-K filed with the SEC on April 10, 2015, June 1, 2015, and June 5, 2015; and

· The description of our common stock contained in the Company’s Registration Statement on Form 8-A, including any amendment or report filed for the purpose of updating any such description.

In addition, each document that the Company files with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all shares of common stock registered hereunder have been sold or that deregisters all such shares of common stock then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be part thereof from the date of the filing of such document.

#### Item 8. Exhibits

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

Exhibit No. Exhibit Description

4.1 2010 Stock Incentive Plan (previously filed as Exhibit 4.1 to the Registrant's Form S-8, File No. 333-169490, filed on September 20, 2010 and incorporated herein by reference).

5.1 Opinion of TroyGould PC (included with this registration statement).

23.1 Consent of CohnReznick LLP (included with this registration statement).

23.2 Consent of TroyGould PC (included in the opinion filed as Exhibit 5.1).

24.1 Power of Attorney (included on signature page).

## **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 Diego, State of California, on July 20, 2015.

RF INDUSTRIES, LTD.

By: /s/ JOHNNY WALKER  
Johnny Walker  
President and Chief Executive Officer

## **POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints each of Johnny Walker and Mark Turfler as his true and lawful attorney-in-fact and agent, with full power of substitution, for him in any and all capacities, to sign this registration statement on Form S-8 and any amendments hereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 he might do or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may do or cause to be done by virtue of this power of attorney.

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 20th day of July 2015.

### **Signature**

### **Title**

/s/ JOHNNY WALKER  
Johnny Walker

President and Chief Executive Officer  
(principal executive officer)

/s/ MARK TURFLER  
Mark Turfler

Chief Financial Officer  
(principal financial and accounting officer)

/s/ WILLIAM L. REYNOLDS      Director  
William L. Reynolds

/s/ HOWARD F. HILL            Director  
Howard F. Hill

/s/ JOSEPH BENOIT             Director  
Joseph Benoit

/s/ DARREN CLARK             Director  
Darren Clark

/s/ MARVIN FINK               Director  
Marvin Fink



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