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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

HELIUS MEDICAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3845
(Primary Standard Industrial
Classification Code Number)

36-4787690
(I.R.S. Employer
Identification Number)

**642 Newtown Yardley Road, Suite 100
Newtown, Pennsylvania 18940
(215) 944-6100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Dane C. Andreeff
Interim President and Chief Executive Officer
Helius Medical Technologies, Inc.
642 Newtown Yardley Road, Suite 100
Newtown, Pennsylvania 18940
(215) 944-6100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Phillip D. Torrence, Esq.
Meredith Ervine, Esq.
Honigman LLP
650 Trade Centre Way, Suite 200
Kalamazoo, Michigan 49002
(269) 337-7700

Michael F. Nertney, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
(212) 370-1300

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

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

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. (Check one):

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 Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee(2)
Units consisting of:		
Shares of Class A Common Stock, par value \$0.001 per share		
Warrants to purchase shares of Class A Common Stock(3)		
Class A Common Stock, par value \$0.001 per share, issuable upon exercise of Warrants		
Warrants to purchase Class A Common Stock to be issued to the Underwriter (1)(3)		
Common Stock issuable upon exercise of Warrants to purchase Class A Common Stock to be issued to the Underwriter (1)		
Total	\$2,990,000	\$326.21(4)

- (1) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Act"). Pursuant to Rule 416 under the Act, the securities registered also include such indeterminate amounts and numbers of shares of common stock issuable to cover additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Also includes the offering price of additional units that the underwriters have the option to purchase.
- (2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price of all securities being registered.
- (3) No separate fee is required pursuant to Rule 457(g) or Rule 457(i) under the Act.
- (4) The Registrant previously paid a filing fee of \$1,633 in connection with previous filings of its registration statement on Form S-1 (File No. 333-251804).

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register up to an aggregate of \$2,990,000 in (i) additional Units, with each Unit consisting of one share of the Company's common stock, par value \$0.001 per share (the "Common Stock"), one warrant to purchase 0.5 shares of Common Stock, (ii) shares of Common Stock issuable upon exercise of the warrants included in the additional Units, (iii) warrants issuable to the underwriter, and (iv) shares of Common Stock issuable upon exercise of the warrants issuable to the underwriter. [The contents of the Registration Statement on Form S-1 \(Registration No. 333-251804\), as amended, including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on January 27, 2021, are incorporated by reference in this Registration Statement.](#)

Item 16. Exhibits and Financial Statement Schedules.

Exhibit Number	Description
5.1*	Opinion of Honigman LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Honigman LLP (included in Exhibit 5.1).
24.1**	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Form S-1 Registration Statement (Registration No. 333-251804), filed by Helius Medical Technologies, Inc. on December 30, 2020).

* Filed herewith.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newton, State of Pennsylvania, on January 27, 2021.

Helius Medical Technologies, Inc.

By: /s/ Dane C. Andreeff
Dane C. Andreeff
Interim President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dane Andreeff</u> Dane Andreeff	Interim President, Chief Executive Officer (Principal Executive Officer) and Director	January 27, 2021
<u>/s/ Joyce LaViscount</u> Joyce LaViscount	Chief Financial Officer and Chief Operating Officer (Principal Financial Officer and Principal Accounting Officer)	January 27, 2021
<u>*</u> Edward M. Straw	Director	January 27, 2021
<u>*</u> Jeffrey Mathiesen	Director	January 27, 2021
<u>*</u> Mitchell E. Tyler	Director	January 27, 2021
<u>*</u> Blane Walter	Director	January 27, 2021
<u>*By: /s/ Dane Andreeff</u> Attorney-in-fact		

January 27, 2021

Helius Medical Technologies, Inc.
645 Newtown Yardley Road
Suite 100
Newtown, PA 18940

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Helius Medical Technologies, Inc., a Delaware corporation (the “**Company**”), in connection with preparing and filing with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), of a Registration Statement on Form S-1 (File No. 333-251804) and each amendment thereto and the preparation and filing with the Commission pursuant to Rule 462(b) of the Securities Act, of a Registration Statement on Form S-1 (collectively, as amended and supplemented from time to time, the “**Registration Statement**”) relating to the offer and sale by the Company of (i) up to \$11,040,000 in the aggregate sale price of (A) units, each consisting of one share (collectively, the “**Primary Shares**”) of the Company’s Class A common stock, par value \$0.001 per share (the “**Common Stock**”), and one warrant (collectively, “**Purchaser Warrants**”), to purchase 0.5 shares of Common Stock (the “**Units**”) and (B) shares of Common Stock issuable upon exercise of the Purchaser Warrants issued under the Units (the “**Purchaser Warrant Shares**”); and (ii) (A) warrants to purchase shares of Common Stock issuable to the underwriter in connection with the offering (the “**Underwriter Warrants**” and, together with the Purchaser Warrants, the “**Warrants**”), and (B) a number of shares of Common Stock equal to 4.0% of the total number of Primary Shares, issuable upon exercise of the Underwriter Warrants (the “**Underwriter Warrant Shares**” and, together with the Purchaser Warrant Shares, the “**Warrant Shares**”). The Units are to be sold to the underwriter for resale to the public as described in the Registration Statement and pursuant to the underwriting agreement referred to in the Registration Statement (the “**Underwriting Agreement**”). We have assumed that the sale of the Primary Shares and Purchaser Warrants by the Company and the exercise price of the Purchaser Warrants and the Underwriter Warrants will be at a price established by the Pricing Committee of the Board of Directors of the Company at a price no less than the minimum price authorized by the Board of Directors as of the date hereof, in accordance with the Delaware General Corporation Law. We have also assumed that, (i) the Warrant Shares will be properly delivered to the persons exercising the Warrants, and (ii) at the time of exercise of the Warrants, the consideration for the issuance and sale of the Common Stock in connection with such exercise is an amount that is not less than the par value of the Common Stock. With respect to the Warrant Shares, we express no opinion to the extent that, notwithstanding the Company’s current reservation of shares of Common Stock, future issuances of securities of the Company, including the Warrant Shares, and/or antidilution adjustments to outstanding securities of the Company, including the Warrants, may cause the Warrants to be exercisable for more shares of Common Stock than the number that then remain authorized but unissued and available for issuance.

For the purpose of rendering this opinion, we examined originals or copies of such documents as we deemed relevant. In conducting our examination, we assumed, without investigation, the genuineness of all signatures, the correctness of all certificates, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted as certified or photostatic copies, and the authenticity of the originals of such copies, and the accuracy and completeness of all records made available to us by the Company.

Our opinion is limited solely to matters set forth herein. The law covered by the opinion expressed herein is limited to the Delaware General Corporation Law. We are not rendering any opinion with respect to federal law, including federal securities laws, or state blue sky securities laws.

Based upon our examination of such documents and other matters as we deem relevant, we are of the opinion that:

1. The Primary Shares, when offered, sold, issued and delivered by the Company as described in the Registration Statement and the related prospectus and in accordance with, and in the manner set forth in, the Underwriting Agreement (including, without limitation, the payment in full of all applicable consideration

therefor), against payment therefor, will be validly issued, fully paid and non-assessable. The Warrant Shares, when they and the Warrants are offered, sold, issued and delivered by the Company and the Warrants are validly exercised as described in the Registration Statement and the related prospectus and in accordance with, and in the manner set forth in, the Underwriting Agreement and the Warrants (including, without limitation, the payment in full of all applicable consideration therefor, including the exercise price, and issuance and delivery of the Warrant Shares as described therein, including proper execution and delivery to the persons exercising the Warrants of certificates for the underlying Warrant Shares in the form approved by the Company's Board of Directors), against payment therefor, will be validly issued, fully paid and non-assessable.

2. When the Warrants have been offered, sold, issued, duly executed and delivered by the Company as described in the Registration Statement and the related prospectus, and in accordance with, and in the manner set forth in, the Underwriting Agreement (including, without limitation, the payment in full of all applicable consideration therefor), against payment therefor, such Warrants will constitute binding obligations of the Company.
3. The Units, when offered, sold, issued and delivered by the Company as described in the Registration Statement and the related prospectus and in accordance with, and in the manner set forth in, the Underwriting Agreement (including, without limitation, the payment in full of all applicable consideration therefor) and the Purchaser Warrants, against payment therefor, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Honigman LLP
Honigman LLP

EJJ/ME/RZK

Honigman LLP • 650 Trade Centre Way • Suite 200 • Kalamazoo, Michigan 49002-0402

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Helius Medical Technologies, Inc.
Newtown, Pennsylvania

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 12, 2020, except for the “2020 Reverse Stock Split” paragraph of Note 1, as to which the date is January 19, 2021, relating to the consolidated financial statements of Helius Medical Technologies, Inc. (the “Company”), which is included in the Company’s Registration Statement on Form S-1 (333-251804). Our report contains an explanatory paragraph regarding the Company’s ability to continue as a going concern.

We also consent to the reference to us under the caption “Experts” in the Registration Statement on Form S-1 (File No. 333-251804) incorporated by reference in this Registration Statement.

/s/ BDO USA, LLP

Philadelphia, Pennsylvania
January 27, 2021