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

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

GENENTA SCIENCE S.P.A.
(Exact name of Registrant as specified in its charter)

Republic of Italy
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

Pierluigi Paracchi
Chief Executive Officer
Via Olgettina No. 58
20132 Milan, Italy
Tel: +39-02-2643-4681
(Address, including zip code, and telephone number of principal executive offices)

2021 – 2025 Stock Option Plan
(Full title of the plan)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, New York 10168
Tel: +1.800.221.0102
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Per B. Chilstrom, Esq.
Fenwick & West LLP
902 Broadway
New York, New York 10010
(212) 430-2600

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relates to the registration of ordinary shares with no par value per share of Genenta Science S.p.A. (the “Registrant”) issuable under the Registrant’s 2021 – 2025 Stock Option Plan (the “Plan”). The ordinary shares may be represented by American depositary shares (“ADSs”), each representing one ordinary share. ADSs issuable upon deposit of the ordinary shares registered hereby have been registered pursuant to a separate registration statement on Form F-6 (File No. 333-261223).

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

The information specified in Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the instructions to Form S-8. The documents containing the information specified in Part I will be delivered to the participants of the Plan as required by Rule 428(b)(1) under the Securities Act, and such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- the Registrant’s Annual Report on [Form 20-F](#) for the year ended December 31, 2023 filed with the Commission on March 29, 2024; and
- the descriptions of the Registrant’s ordinary shares and ADSs contained in [Exhibit 2.4](#) to its Annual Report on Form 20-F for the year ended December 31, 2021 filed by the Registrant with the Commission on March May 2, 2022, including any amendment or report filed to update such description and any subsequent amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement 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 the filing of such documents, except that, unless expressly incorporated by reference, any information provided in documents that is furnished (rather than filed) or is otherwise not deemed to be filed under applicable Commission rules shall not be deemed to be incorporated by reference in this Registration Statement.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such earlier 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

None.

Item 6. Indemnification of Directors and Officers

Italian law requires directors and members of any committee designated by the board of directors to perform their duties with the degree of diligence required by the nature of their office and according to their specific level of competence. Liability should never arise from business judgments under the circumstances, even if the decisions made entail significant economic risks, but be attributable only to lack of diligence by the director in appreciating in advance the risk involved in the transaction to be undertaken, and therefore, the omission of possible precautions, assessments or the lack of information normally required for a decision of that type, taken under those circumstances and in that manner. Directors are liable to the company's creditors when their improper management conduct impairs the company's assets and prevents the company from satisfying creditors' claims. If the company cannot repay its creditors, and a court determines that the directors did not adequately perform their duties relating to the preservation of assets, the court may find directors liable.

In order to provide enhanced liability protection for its directors and to attract and retain highly qualified individuals to act as directors, the Registrant's board of directors has agreed to indemnify each current and future member of the board of directors to the maximum extent permitted by law, save for a limited number of instances, including when (i) officers and directors' acts or omissions constituted willful misconduct or gross negligence, (ii) officers and directors did not act in good faith, for a purpose which they reasonably believed to be in, or not opposed to, the best interests of the Registrant and (iii) officers and directors are held liable towards the Registrant.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference herein.

(2) That for the purpose of determining any liability under the Securities Act, each such post-effective amendment 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.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered 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, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
3.1	<u>Deed of Incorporation of Genenta Science S.p.A. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form F-1 (File No. 333-260923))</u>
3.2	<u>Amended and Restated Bylaws of Genenta Science S.p.A. (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2022)</u>
4.1	<u>Deposit Agreement dated December 17, 2021 between the Registrant and The Bank of New York Mellon, as depositary (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1 (File No. 333-260923))</u>
4.2	<u>Form of American Depositary Receipt (included in Exhibit 4.1)</u>
5.1*	<u>Opinion of Giovanelli and Associates, Italian counsel to the Registrant</u>
10.1	<u>Genenta Science S.p.A. 2021 – 2025 Stock Option Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form F-1 (File No. 333-260923))</u>
23.1*	<u>Consent of Dannible & McKee, LLP</u>
23.2*	<u>Consent of Giovanelli and Associates (included in Exhibit 5.1)</u>
24.1	<u>Powers of Attorney (included on the signature page)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Milan, Italy on the 29th day of March, 2024.

GENENTA SCIENCE S.P.A.

By: /s/ Pierluigi Paracchi
Name: Pierluigi Paracchi
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Pierluigi Paracchi and Richard Slansky, and each of them, as his or her true and lawful attorneys-in-fact, proxies and agents, each with full power of substitution and resubstitution and full power to act without the other, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact, proxies and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
By: <u>/s/ Pierluigi Paracchi</u> Pierluigi Paracchi	Chief Executive Officer (Principal Executive Officer)	March 29, 2024
By: <u>/s/ Richard B. Slansky</u> Richard B. Slansky	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 29, 2024
By: <u>/s/ Mark Sirgo</u> Mark Sirgo	Chairman of the Board and Director	March 29, 2024
By: <u>/s/ Roger Abravanel</u> Roger Abravanel	Director	March 29, 2024
By: <u>/s/ Guido Guidi</u> Guido Guidi	Director	March 29, 2024
By: <u>/s/ Anthony Marucci</u> Anthony Marucci	Director	March 29, 2024

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act, the undersigned, Cogency Global Inc., the duly authorized representative in the United States of Genenta Science S.p.A., has signed this Registration Statement on March 29, 2024.

Cogency Global Inc.
Authorized U.S. Representative

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice-President on behalf of Cogency Global Inc.

GIOVANNELLI E ASSOCIATI
STUDIO LEGALE

March 29, 2024

Genenta Science S.p.A.
Via Olgettina, 58
20132 - Milan

Ladies and Gentlemen:

RE: Genenta Science S.p.A. – Registration Statement on Form S-8

1. Introduction

- 1.1. We have acted as Italian legal advisers to Genenta Science S.p.A., a joint stock company incorporated under Italian law with its registered office at Via Olgettina 58, 20132, Milan, Italy (the “**Company**”), in connection with the registration of 2,700,000 ordinary shares without par value (the “**Ordinary Shares**”) to be issued by the Company under the “2021 – 2025 Equity Incentive Plan” (the “**Plan**”).
- 1.2. This opinion is being furnished in connection with the registration statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company today with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”) and the rules and regulations promulgated thereunder.
- 1.3. For the purpose of giving the opinion set forth below, we have examined the following documents (the “**Documents**”):
- (i) a copy of the Company’s currently effective bylaws;
 - (ii) the Registration Statement;
 - (iii) copy of the resolutions passed by the extraordinary shareholders’ meeting of the Company on May 20, 2021 pursuant to which it was resolved, *inter alia*, to increase the share capital of the Company to the service of the Plan (the “**Capital Increase Resolution**”);
 - (iv) copy of the resolutions passed by the Board of Directors meeting of the Company on May 20, 2021 pursuant to which it was resolved, *inter alia*, to adopt the regulation of the Plan (the “**Plan Resolution**”);
 - (v) copy of the resolutions passed by the extraordinary shareholders’ meeting of the Company on June 13, 2023 pursuant to which it was resolved, *inter alia*, to extend the final term of the capital increase to the service of the Plan from December 31, 2025 to December 31, 2035 (the “**Capital Increase Extension Resolution**”);
 - (vi) copy of the resolutions passed by the Board of Directors meeting of the Company on March 28, 2024 pursuant to which it was resolved, *inter alia*, to amend the regulation of the Plan to allow issuance of stock options having an exercise period of 10 years (the “**Plan Amendment Resolution**”, and, together with the Capital Increase Resolution, the Plan Resolution and the Capital Increase Extension Resolution, the “**Resolutions**”);

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(vii) the regulations of the Plan as last amended according to the Plan Amendment Resolution.

- 1.4. We have made no searches or enquiries concerning the Company or any other person or entity, and we have examined no corporate records of the foresaid, save for those searches, enquiries, instruments, documents, or corporate records expressly specified as being made or examined in this opinion. Subject to the foregoing, we have reviewed exclusively those provisions of the law of the Republic of Italy that we have considered appropriate for the purpose of this opinion.
- 1.5. This letter, the opinions given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinions given in it, are governed by, and to be construed in accordance with, Italian law and relate only to Italian law as applied by the Italian courts, including the laws of the European Union to the extent having the force of law in Italy, as at today's date.
- 1.6. In this legal opinion, Italian legal concepts are expressed in English terms and not in their original Italian language. The concepts concerned may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions. This legal opinion may, therefore, only be relied upon under the express condition that any issues of interpretation or liability arising hereunder will be governed by Italian law and that any dispute arising out of or in connection with this legal opinion shall be subject to the exclusive jurisdiction of the Court of Milan.

2. Assumptions

- 2.1. In giving this opinion, we have assumed that:
- 2.1.1. all Documents submitted to us as copy or specimen documents are conformed to their originals, and the originals are genuine, updated and complete;
 - 2.1.2. the signatures stamps and seals on the originals of all Documents submitted to us are genuine;
 - 2.1.3. where a Document has been examined by us in draft, specimen or certificated form, it has been or will be executed in the form of that draft, specimen or certificate;
 - 2.1.4. the accuracy as to factual matters of each Document we have reviewed;
 - 2.1.5. all statements contained in the Registration Statement and in the Documents were true and accurate when made and remain true and accurate;
 - 2.1.6. where a document is required to be delivered, each party to it has delivered the same without it being subject to any escrow or other similar arrangement;
 - 2.1.7. each director of the Company has disclosed any interest which he or she may have in the transactions contemplated by the Resolutions in accordance with the provisions of Article 2391 of the Italian Civil Code;
 - 2.1.8. the meeting of the Company's Board of Directors and the extraordinary shareholders' meeting of the Company referred to above were duly convened and held and all formalities required to be fulfilled prior to the convening of such meetings were fulfilled, and the Resolutions have been duly passed and up to the date hereof has not been revoked, superseded, challenged, or amended, in full or in part, and is still in force

- 2.1.9. the Ordinary Shares are and will be issued to the beneficiaries of the Plan in accordance with the Resolutions and the Board of Directors will duly adopt any resolutions and/or activities necessary to carry out the authorized capital increase, in one or more tranches, for the issuance of the Ordinary Shares to the beneficiaries of the Plan in accordance with the Capital Increase Resolution, as amended by the Capital Increase Extension Resolution;
 - 2.1.10. no offer whatsoever of Ordinary Shares will take place in the Republic of Italy and/or in the European Union or, in the event such offer takes place in the Republic of Italy and/or in the European Union, the same will not be qualified as offer to the public, pursuant to article 100 of Legislative Decree 58/1998, article 34-ter of the Consob Regulations 11971/99 and article 1, paragraph 4, of Regulation (EU) 2017/1129, as amended from time to time;
 - 2.1.11. for the purposes of this opinion, the term “non-assessable” used under paragraph 3.1 below means that the owner of the Ordinary Shares cannot be required by the Company to pay additional amounts for its Ordinary Shares once the subscription price is fully and duly paid; and
 - 2.1.12. there are no facts, documents, circumstances or matters which may be material to the opinions set out herein and which have not been disclosed to us by the Company, notwithstanding our reasonable inquiry.
- 2.2. We express no opinion as to any laws other than the laws of Italy in force at the date hereof and we have assumed that none of the opinions expressed below will be affected by the laws of any jurisdiction other than the Republic of Italy.

3. Opinion

- 3.1. Based and relying upon the foregoing and subject to the assumptions, qualifications and reservations contained herein and to any matter not disclosed to us, we are of the opinion that the extraordinary shareholders’ meetings of the Company which adopted the Capital Increase Resolution and the Capital Increase Extension Resolution have duly authorized the issuance of the Ordinary Shares and, upon exercise by the Company’s Board of Directors of the powers delegated to it by such extraordinary shareholders’ meetings to carry out the authorized capital increase in one or more tranches, the Ordinary Shares, if and when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

4. Qualifications

- 4.1. We are giving no opinion either as to (i) the contents of the Registration Statement (including any documents incorporated by reference therein), or (ii) bankruptcy, insolvency, liquidation, reorganization moratorium and similar laws of general applicability relating to or affecting the rights of creditors of the Company in general.
- 4.2. It should be understood that (i) the opinions expressed above are based upon our examination of the Documents listed under point 1.3 above, as applicable, and (ii) we have not been responsible for investigating or verifying the accuracy of the facts or statements of foreign law or that no material facts have been omitted from them and express no opinion with respect thereto.

GIOVANNELLI E ASSOCIATI
STUDIO LEGALE

5. Reliance

- 5.1. This opinion is given on the basis that there will be no amendment to or termination or replacement of the Documents, referred to above and on the basis of the laws of Italy in force as at the date of this opinion. This opinion is also given on the basis that we undertake no responsibility to notify any addressee of this opinion of any change in the laws of Italy after the date of this opinion. We also disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein.
- 5.2. This opinion speaks as of its date and is addressed to you solely for your benefit in connection with the obligations of the Company arising from the offer of the Securities. We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.
- 5.3. Any issue of liability connected with our rendering this opinion shall be solely subject to the substantive laws of Italy regardless of any reference to the laws of another jurisdiction pursuant to any applicable rule governing conflicts of laws. Any dispute shall be subject to the exclusive jurisdiction of the Court of Milan.

Yours faithfully

/s/ Giannelli e Associati

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 29, 2024, relating to the consolidated financial statements of Genenta Science S.p.A appearing on Form 20-F of Genenta Science S.p.A for the year ended December 31, 2023.

/s/ Dannible & McKee, LLP
Dannible & McKee, LLP

Syracuse, New York
March 29, 2024



Calculation of Filing Fee Table
Form S-8
(Form Type)

Genenta Science S.p.A.
(Exact name of Registration as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽²⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, no par value	Rule 457(c) and Rule 457(h)	2,700,000 ⁽³⁾	\$ 3.58 ⁽³⁾	\$ 9,666,000.00	\$ 0.00014760	\$ 1,426.71
Total Offering Amounts					\$ 9,666,000.00		\$ 1,426.71
Total Fee Offsets							—
Net Fee Due							\$ 1,426.71

- (1) The ordinary shares with no par value (“**Ordinary Shares**”) of Genenta Science S.p.A. (the “**Registrant**”) registered hereby may be represented by American depository shares (“**ADSs**”), each representing one Ordinary Share. The ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under a registration statement on Form F-6 (File No. 333-261223).
- (2) This registration statement on Form S-8 (this “**Registration Statement**”) registers the maximum amount of Ordinary Shares issuable pursuant to the Registrant’s 2021 – 2025 Stock Option Plan (the “**Plan**”). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also covers an indeterminate number of additional Ordinary Shares that may be offered and issued to prevent dilution from share splits, share dividends, or similar transactions as provided for in the Plan. Any Ordinary Shares covered by an option granted under the Plan (or portion of an option) that terminates, expires, or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Ordinary Shares that may be issued under the Plan.
- (3) Represents 2,700,000 Ordinary Shares issuable upon exercise of options granted under the Plan. The corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices of the ADSs as quoted on the Nasdaq Capital Market on March 28, 2024, a date within five business days prior to the filing date of the Registration Statement.