

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Volcon, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-4882689
(I.R.S. Employer
Identification No.)

2590 Oakmont Drive, Suite 520
Round Rock, Texas 78665
(512)-400-4271

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

VOLCON, INC. 2021 STOCK PLAN
(Full title of the Plan)

Greg Endo
Chief Financial Officer
2590 Oakmont Drive, Suite 520
Round Rock, Texas 78665
(512)-400-4271

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

Copies to:

Amy R. Curtis
Holland & Knight LLP
1722 Routh Street, Suite 1500
Dallas, Texas 75201
(214) 964-9500

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting 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 of 1933, as amended (the "Securities Act").

STATEMENT UNDER GENERAL INSTRUCTION E TO FORM S-8

On July 26, 2022, the shareholders of Volcon, Inc. (the "Company") approved an amendment to the Volcon, Inc. 2021 Stock Plan (the "Plan") that increased the total number of shares of Common Stock that may be utilized for awards pursuant to the Plan from 3,000,000 to 7,000,000. This Registration Statement is being filed in accordance with General Instruction E to Form S-8 for the purpose of registering the issuance of an additional 4,000,000 shares of the Common Stock under the Plan.

The contents of the Company's registration statement on Form S-8 relating to the Plan, which was filed with the Securities and Exchange Commission (the "Commission") on November 23, 2021 (File No. 333-261312) are incorporated by reference into this Registration Statement, as permitted by General Instruction E to Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>No.</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Volcon, Inc. (incorporated by reference to exhibit 3.1 of the Form 8-K filed October 8, 2021)
3.2	Amended and Restated Bylaws of Volcon, Inc. (incorporated by reference to exhibit 3.2 of the Form S-1 file number 333-259468)
4.1	Form of common stock (incorporated by reference to exhibit 4.1 of the Form S-1 file number 333-259468)

5.1*	Opinion of Holland & Knight LLP as to the legality of the shares being registered.
23.1*	Consent of Holland & Knight LLP (contained in Exhibit 5.1 to this Registration Statement).
23.2*	Consent of Malone Bailey LLP
24.1*	Power of Attorney (contained in the signature page of this Registration Statement).
99.1	2021 Stock Plan of Volcon, Inc., as amended (incorporated by reference to exhibit 10.1 of the Form S-1 file number 333-259468)
99.2	Amendment to the Volcon, Inc. 2021 Stock Plan (as amended and restated) (incorporated by reference to exhibit 10.1 to the Form 8-K filed July 27, 2022)
107*	Filing Fees

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Round Rock, State of Texas, on August 11, 2022

VOLCON, INC

By: /s/ Jordan Davis
Jordan Davis
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of the Company hereby constitutes and appoints each of Jordan Davis and Greg Endo his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this Registration Statement under the Securities Act, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Commission or any regulatory authority, granting unto such 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on August 11, 2022.

Signature	Title
/s/ Jordan Davis Jordan Davis	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
/s/ Greg Endo Greg Endo	Chief Financial Officer <i>(Principal Financial Officer)</i>
/s/ Jonathan Foster Jonathan Foster	Director
/s/ John Kim John Kim	Director
/s/ Christian Okonsky Christian Okonsky	Director
/s/ Karin-Joyce Tjon Karin-Joyce Tjon	Director

Holland & Knight

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Holland & Knight LLP | www.hklaw.com

August 11, 2022

Volcon, Inc,
2590 Oakmont Drive, Suite 520
Round Rock, Texas 78665

Re: Volcon, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Volcon, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Act"), relating to the registration under the Act by the Company of 4,000,000 shares of the Company's common stock, par value \$0.00001 per share (the "Shares"), issuable under the Volcon, Inc. 2021 Stock Plan (as amended, the "Plan"). This opinion is being issued pursuant to the requirements of the Act.

In so acting, we have examined and relied upon the original or a copy, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement and all exhibits thereto, (ii) the Company's Amended and Restated Certificate of Incorporation, as amended to date and currently in effect, (iii) the Company's Amended and Restated Bylaws, as amended to date and currently in effect; (iv) the Plan, as amended to date and currently in effect; (v) certain resolutions of the Board of Directors of the Company in connection with the Registration Statement; and (vi) certain resolutions adopted in connection with the Company's annual meetings of shareholders.

In rendering the opinions set forth herein, we have relied, without investigation, on each of the following assumptions: (i) the legal capacity of each natural person to take all actions required of each such person in connection with the Registration Statement and the registration, issuance and sale of the Shares; (ii) the genuineness of each signature, the completeness of each document submitted to us, the authenticity of each document reviewed by us as an original, the conformity to the original of each document reviewed by us as a duplicate or a certified or conformed copy and the authenticity of the original of each document received by us as a duplicate or a certified or conformed copy; (iii) as to matters of fact, the truthfulness, accuracy and completeness of the information, representations and warranties of the Company made in the Registration Statement and in the records, documents, instruments, certificates and statements we have reviewed; (iv) the due execution and delivery of all documents (except that no such assumption is made as to the Company) where due execution and delivery are a prerequisite to the effectiveness thereof; (v) that there has been no undisclosed waiver of any right, remedy or provision contained in such documents; and (vi) that the offer and sale of Shares under the Plan complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan. As to any facts material to the opinion expressed herein, which were not independently established or verified, we have relied, to the extent we have deemed reasonably appropriate, upon statements and representations of officers or directors of the Company.

Based on the foregoing, and subject to the assumptions, qualifications and limitations stated herein, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and paid for in the manner described in the Plan, the Shares will be validly issued, fully paid and non-assessable.

This opinion is rendered solely in connection with the filing of the Registration Statement, is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein. This opinion may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

Volcon, Inc,
August 11, 2022
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The opinion expressed herein is limited to the federal securities laws of the United States of America and the corporate laws of the State of Delaware and we express no opinion as to matters governed by laws of any jurisdiction other than the federal securities laws of the United States of America and the corporate laws of the State of Delaware, as in effect on the date hereof. This opinion speaks only as of the date hereof and we assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention, whether existing before or arising after the date hereof, or any changes in law that may hereafter occur.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely yours,

/s/ Holland & Knight LLP

HOLLAND & KNIGHT LLP





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 23, 2022 with respect to the audited consolidated financial statements of Volcon, Inc. and its subsidiary for the year ended December 31, 2021 and the period from February 21, 2020 (inception) through December 31, 2020. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
August 11, 2022

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

Volcon, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Aggregate Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock (par value \$0.00001 per share)	Other ⁽²⁾	4,000,000 ⁽³⁾	\$1.91 ⁽²⁾	\$7,640,000	\$92.70 per \$1 million	\$708.23
Total Offering Amounts				-	\$7,640,000	-	\$708.23
Total Fee Offsets				-	-	-	-
Net Fee Due				-	-	-	\$708.23

(1) This Form S-8 Registration Statement (the "Registration Statement") registers 4,000,000 additional shares of Common Stock of Volcon, Inc. (the "Company") that may be delivered with respect to awards under the Volcon, Inc. 2021 Stock Plan (as amended from time to time, the "Plan"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock of the Company that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of outstanding shares of the Company's Common Stock. Additionally, pursuant to Rule 416(b) under the Securities Act, if prior to the completion of the distribution of the shares of Common Stock registered under this Registration Statement all shares of Common Stock are combined by a reverse stock split into a lesser number of shares of Common Stock, the number of undistributed shares of Common Stock covered by this Registration Statement shall be proportionately reduced.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act on the basis of the average of the reported high and low sales prices for the Company's common stock as reported by the Nasdaq Stock Market on August 10, 2022.

(3) Pursuant to General Instruction E to Form S-8, a registration fee is only being paid with respect to the registration of an additional 4,000,000 shares of Common Stock under the Plan.