

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 18, 2023



Knightscope, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41248
(Commission
File Number)

46-2482575
(IRS Employer
Identification No.)

1070 Terra Bella Avenue
Mountain View, California 94043
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (650) 924-1025

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class registered | Trading symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Class A Common Stock, par value \$0.001 per share | KSCP | Nasdaq Global Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01. Other Events

On August 18, 2023, Knightscope, Inc. (the “Company”) filed a prospectus supplement to the prospectus included in the Company’s Registration Statement on Form S-3 (File No. 333-269493), which was declared effective by the Securities and Exchange Commission on February 8, 2023 under the Securities Act of 1933, as amended, relating to the issuance and sale from time to time of up to \$25,000,000 of shares of Class A common stock of the Company, \$0.001 par value per share (the “Shares”), pursuant to the At The Market Offering Agreement, dated February 1, 2023, between the Company and H.C. Wainwright & Co., LLC.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

A legal opinion relating to the Shares is filed herewith as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

| Exhibit No. | Description |
|------------------------|--|
| 5.1 | Opinion of Perkins Coie LLP with respect to the legality of the securities being registered. |
| 23.1 | Consent of Perkins Coie LLP (contained in Exhibit 5.1 hereto). |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KNIGHTSCOPE, INC.

Date: August 18, 2023

By: /s/ Mallorie Burak

Name: Mallorie Burak

Title: President and Chief Financial Officer



1900 Sixteenth Street
Suite 1400
Denver, CO 80202-5255

T +1.303.291.2300
F +1.303.291.2400
perkinscoie.com

August 18, 2023

Knightscope, Inc.
1070 Terra Bella Avenue
Mountain View, California 94043

Re: Knightscope, Inc. - Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Knightscope, Inc., a Delaware corporation (the "Company"), in connection with the issuance and sale from time to time of up to \$25,000,000 of shares of Class A common stock of the Company, \$0.001 par value per share (the "Shares"), pursuant to the At The Market Offering Agreement, dated February 1, 2023 (the "Sales Agreement"), between the Company and H.C. Wainwright & Co., LLC. The Shares will be issued pursuant to the Company's Registration Statement on Form S-3 (File No. 333-269493), declared effective by the Securities and Exchange Commission (the "Commission") on February 8, 2023 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), and the base prospectus filed as part of the Registration Statement, and the related prospectus supplement dated August 14, 2023 (collectively, the "Prospectus").

We have examined the Registration Statement, the Prospectus, the Sales Agreement and such documents and records of the Company and other documents as we have deemed necessary for the purposes of this opinion. In such examination, we have assumed the following: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; and (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Based upon the foregoing, it is our opinion that the Shares have been duly authorized by all necessary corporate action of the Company and, upon (i) the due execution by the Company and registration by its registrar of the Shares, (ii) the offering and sale of the Shares in accordance with the Sales Agreement and the Prospectus, and (iii) receipt by the Company of the consideration therefor in accordance with the terms of the Sales Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K filed with the Commission on or about the date hereof, to the incorporation by reference of this opinion into the Registration Statement and any amendments thereto, including any and all post-effective amendments, and to the reference to us under the headings "Legal Matters" in the Prospectus. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or related rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ PERKINS COIE LLP
