

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

Pre-Effective Amendment No. 1  
to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**REZOLUTE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

27-3440894

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

201 Redwood Shores Parkway, Suite 315  
Redwood City, CA 94065  
(650) 206-4507

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Nevan Elam  
Chief Executive Officer  
201 Redwood Shores Parkway, Suite 315  
Redwood City, CA 94065  
Telephone: (650) 206-4507

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

Anthony W. Epps & Michael L. Weiner  
Dorsey & Whitney LLP  
1400 Wewetta Street, Suite 400  
Denver, CO 80202  
(303) 629-3400

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, please 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, please 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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   
Accelerated Filer   
Non-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.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

This Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-251498) (this "Amendment No. 1") is being filed solely for the purpose of including the delaying amendment language set forth on the cover page hereto. This Amendment No. 1 does not modify any provision of the prospectus or the prospectus supplement that forms a part of the Registration Statement and accordingly such prospectus and prospectus supplement have not been included herein. This Amendment No. 1 is not intended to amend or delete any part of the Registration Statement except as specifically noted herein.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth expenses payable by us in connection with the issuance and distribution of the securities being registered pursuant to this registration statement.

SEC registration fee	\$	21,820.00
Printing expenses		**
Legal fees and expenses		**
Accounting fees and expenses		**
Fees and expenses of trustee and counsel		**
Rating Agency Fees		**
Miscellaneous		**
Total	\$	**

\*\* These fees and expenses are calculated based on the number of issuances and amount of securities offered and, accordingly, cannot be estimated at this time. Information regarding estimated expenses of issuance and distribution of each identified class of securities being registered will be provided at the time such information is available in a prospectus supplement in accordance with Rule 430B.

#### ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

We are incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. A Delaware corporation may indemnify any persons who are, or are threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred. Our certificate of incorporation and bylaws provide for the indemnification of our directors and officers to the fullest extent permitted under the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability for any:

- transaction from which the director derives an improper personal benefit;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or redemption of shares; or
- breach of a director's duty of loyalty to the corporation or its stockholders.

Our certificate of incorporation includes such a provision. Expenses incurred by any officer or director in defending any such action, suit or proceeding in advance of its final disposition shall be paid by us upon delivery to us of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by us.

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As permitted by the Delaware General Corporation Law, we have entered into indemnity agreements with each of our directors and executive officers. These agreements, among other things, require us to indemnify each director and officer to the fullest extent permitted by law and advance expenses to each indemnitee in connection with any proceeding in which indemnification is available.

We have an insurance policy covering our officers and directors with respect to certain liabilities, including liabilities arising under the Securities Act of 1933, as amended, or the Securities Act, or otherwise.

#### ITEM 16. EXHIBITS

### EXHIBITS

Exhibit No.	Description	Registrant's Form	Date Filed	Exhibit Number	Filed Herewith
1.1	Form of Underwriting Agreement*				
<a href="#">1.2</a>	<a href="#">Equity Distribution Agreement, dated December 18, 2020, by and between Rezolute, Inc. and Oppenheimer &amp; Co. Inc</a>	<a href="#">S-3</a>	<a href="#">12/18/20</a>	<a href="#">1.2</a>	
<a href="#">3.1</a>	<a href="#">Articles of Conversion, dated January 10, 2013</a>	<a href="#">8-K</a>	<a href="#">1/11/13</a>	<a href="#">3.1</a>	
<a href="#">3.2</a>	<a href="#">Certificate of Conversion, dated January 10, 2013</a>	<a href="#">8-K</a>	<a href="#">1/11/13</a>	<a href="#">3.2</a>	
<a href="#">3.3</a>	<a href="#">Certificate of Incorporation, dated January 10, 2013</a>	<a href="#">8-K</a>	<a href="#">1/11/13</a>	<a href="#">3.3</a>	
<a href="#">3.4</a>	<a href="#">Certificate of Amendment of the Certificate of Incorporation, dated April 30, 2014</a>	<a href="#">S-1</a>	<a href="#">5/20/14</a>	<a href="#">3.5</a>	
<a href="#">3.5</a>	<a href="#">Certificate of Amendment of the Certificate of Incorporation, dated November 28, 2017</a>	<a href="#">8-K</a>	<a href="#">11/29/17</a>	<a href="#">3.1</a>	
<a href="#">3.6</a>	<a href="#">Certificate of Designation dated December 7, 2015</a>	<a href="#">8-K</a>	<a href="#">12/10/15</a>	<a href="#">3.1</a>	
<a href="#">3.7</a>	<a href="#">Amended and Restated Bylaws, dated November 28, 2017</a>	<a href="#">8-K</a>	<a href="#">11/29/17</a>	<a href="#">3.2</a>	
<a href="#">3.8</a>	<a href="#">Certificate of Ownership and Merger, dated December 6, 2017</a>	<a href="#">8-K</a>	<a href="#">12/7/17</a>	<a href="#">2.1</a>	
<a href="#">3.9</a>	<a href="#">Certificate of Designation of Series AA Convertible Preferred Stock</a>	<a href="#">8-K</a>	<a href="#">1/31/19</a>	<a href="#">2.1</a>	
<a href="#">3.10</a>	<a href="#">Certificate of Amendment of the Certificate of Incorporation, dated April 26, 2019</a>	<a href="#">8-K</a>	<a href="#">4/30/19</a>	<a href="#">3.1</a>	
<a href="#">3.11</a>	<a href="#">Certificate of Amendment of the Certificate of Incorporation, dated October 9, 2020</a>	<a href="#">8-K</a>	<a href="#">10/13/20</a>	<a href="#">3.1</a>	
<a href="#">4.1</a>	<a href="#">Form of Unit Warrant</a>	<a href="#">8-K</a>	<a href="#">10/13/20</a>	<a href="#">4.1</a>	
<a href="#">4.2</a>	<a href="#">Form of Indenture</a>	<a href="#">S-3</a>	<a href="#">12/18/20</a>	<a href="#">4.2</a>	
<a href="#">5.1</a>	<a href="#">Opinion of Dorsey &amp; Whitney LLP</a>	<a href="#">S-3</a>	<a href="#">12/18/20</a>	<a href="#">5.1</a>	
<a href="#">5.2</a>	<a href="#">Opinion of Dorsey &amp; Whitney LLP</a>	<a href="#">S-3</a>	<a href="#">12/18/20</a>	<a href="#">5.2</a>	
23.1	Consent of Dorsey & Whitney LLP (to be included in <a href="#">Exhibit 5.1</a> and <a href="#">Exhibit 5.2</a> ).	S-3	12/18/20	23.1	
<a href="#">23.2</a>	<a href="#">Consent of Plante &amp; Moran, PLLC</a>	<a href="#">S-3</a>	<a href="#">12/18/20</a>	<a href="#">23.2</a>	
<a href="#">24</a>	<a href="#">Power of Attorney (included in the signature page)</a>	<a href="#">S-3</a>	<a href="#">12/18/20</a>	<a href="#">24</a>	
25.1	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of Trustee under the Indenture**				

\* To be filed by amendment or as an exhibit to a Current Report on Form 8-K by the registrant in connection with a specific offering and incorporated by reference herein

\*\* To be filed separately under the electronic form type 305B2, if applicable.

## ITEM 17. 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 of 1933;
  - (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; and
  - (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), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, 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) 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.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
  - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

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The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to the registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 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 of 1933 and will be governed by the final adjudication of such issue.
- (d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under section 305(b)(2) of the Trust Indenture Act.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this pre-effective amendment no. 1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Redwood City, State of California, on December 22, 2020.

REZOLUTE, INC.

By: /s/ Nevan Elam  
 Nevan Elam  
 Chief Executive Officer  
 (Principal Executive and Financial Officer)

Each person whose signature appears below constitutes and appoints each of Nevan Elam his attorney-in-fact and agent, with the full power of substitution and resubstitution and full power to act without the other, for them in any and all capacities, to sign any and all amendments, including post-effective amendments, and any registration statement relating to the same offering as this registration that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Nevan Elam</u> Nevan Elam	Chief Executive Officer and Director (Principal Executive and Financial Officer)	December 22, 2020
<u>/s/ *</u> Young-Jin Kim	Chairman of Board of Directors	December 22, 2020
<u>/s/ *</u> Jung-Hee Lim	Director	December 22, 2020

/s/ \* Director  
Gil Labrucherie

December 22, 2020

/s/ \* Director  
Philippe Fauchet

December 22, 2020

\*By: /s/ Nevan Elam  
Nevan Elam  
Attorney-in-Fact