
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Streamline Health Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

31-1455414

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

2400 Old Milton Pkwy., Box 1353

Alpharetta, Georgia

(Address of principal executive offices)

30009

(Zip Code)

Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan

(Full title of the plan)

Thomas J. Gibson

Senior Vice President, Chief Financial Officer

2400 Old Milton Pkwy., Box 1353

Alpharetta, Georgia 30009

(888) 997-8732

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

Copies to:

David W. Ghegan

Troutman Pepper Hamilton Sanders LLP

600 Peachtree Street NE, Suite 3000

Atlanta, Georgia 30305

(404) 885-3139

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.

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.

Explanatory Note

Streamline Health Solutions, Inc. (the “Company”) has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register an additional 2,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), issuable pursuant to the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan (as amended, the “2013 Plan”).

On June 7, 2022, at the Company’s annual meeting of stockholders, the Company’s stockholders voted affirmatively to amend the 2013 Plan to increase the number of shares of Common Stock issuable under the 2013 Plan from 8,223,246 to 10,223,246.

The Company previously registered (i) 2,000,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on August 4, 2021 (Reg. No. 333-258445), (ii) 1,000,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on September 12, 2019 (Reg. No. 333-233728), (iii) 300,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on October 13, 2017 (Reg. No. 333-220953), (iv) 1,600,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on December 24, 2015 (Reg. No. 333-208752), and (v) 2,000,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on May 22, 2013 (Reg. No. 333-188764) (collectively, the “Prior Registration Statements”). In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference, except to the extent supplemented, amended, or superseded by the information set forth herein.

Part II — Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “SEC”) are hereby incorporated by reference into this registration statement as of their respective dates of filing:

- (a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2022, filed on April 28, 2022;
- (b) The Company’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended April 30, 2022, filed on June 9, 2022;
- (c) The portions of the Company’s Definitive Proxy Statement on [Schedule 14A](#) filed on May 9, 2022, that are incorporated by reference into the Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2022;
- (d) The Company’s Current Reports on Form 8-K filed on [February 17, 2022](#), [March 28, 2022](#), [June 3, 2022](#), and June 8, 2022; and
- (f) The description of the Company’s Common Stock included in the Company’s Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2022, filed on April 28, 2022, including any amendment or report filed for the purpose of updating such description.

All documents filed subsequent to the date of this registration statement by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all shares of Common Stock offered hereby have been sold or which deregisters any shares of such Common Stock then remaining unsold, also shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from their respective dates of filing. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any statement contained in this registration statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such 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 8. Exhibits.

Exhibit Number	Description of Exhibit
3.1	<u>Certificate of Incorporation of Streamline Health Solutions, Inc., as amended through May 24, 2021 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 24, 2021)</u>
3.2	<u>Certificate of Amendment of Certificate of Incorporation of Streamline Health Solutions, Inc. (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on May 24, 2021)</u>
3.3	<u>Certificate of Amendment of Certificate of Incorporation of Streamline Health Solutions, Inc. (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on June 8, 2022)</u>
4.1	<u>Amended and Restated Bylaws (as amended through March 28, 2014) of Streamline Health Solutions, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 3, 2014)</u>
5.1*	<u>Opinion of Troutman Pepper Hamilton Sanders LLP</u>
23.1*	<u>Consent of FORVIS, LLP (successor to Dixon Hughes Goodman LLP)</u>
23.2*	<u>Consent of Troutman Pepper Hamilton Sanders LLP (included in opinion filed as Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on signature page)</u>
99.1	<u>Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 22, 2019)</u>
99.2	<u>Amendment No. 1 to Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 24, 2021)</u>
99.3	<u>Amendment No. 2 to Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 8, 2022)</u>
107*	<u>Filing Fees Exhibit</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the city of Alpharetta, State of Georgia, on June 22, 2022.

Streamline Health Solutions, Inc.

By: /s/ Thomas J. Gibson

Name: Thomas J. Gibson

Title: Senior Vice President,
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Wyche T. ("Tee") Green, III and Thomas J. Gibson, each as the true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants unto said 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, as fully for all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on June 22, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ Wyche T. ("Tee") Green, III</u> Wyche T. ("Tee") Green, III	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
<u>/s/ Thomas J. Gibson</u> Thomas J. Gibson	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Jonathan R. Phillips</u> Jonathan R. Phillips	Director
<u>/s/ Judith E. Starkey</u> Judith E. Starkey	Director
<u>/s/ Kenan H. Lucas</u> Kenan H. Lucas	Director
<u>/s/ Justin J. Ferayorni</u> Justin J. Ferayorni	Director

Troutman Pepper Hamilton Sanders LLP
600 Peachtree Street NE, Suite 3000
Atlanta, GA 30308-2216



troutman.com

D 404.885.3000
F 404.885.3900

June 22, 2022

Streamline Health Solutions, Inc.
2400 Old Milton Pkwy., Box 1353
Alpharetta, GA 30009

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Streamline Health Solutions, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), as filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof, pursuant to the Securities Act of 1933, as amended (the "Securities Act"), to register 2,000,000 shares of common stock, no par value, of the Company (the "Shares"), issuable by the Company from time to time pursuant to the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined originals or copies of such corporate records, agreements and instruments of the Company, statements and certificates of public officials and officers of the Company, and such other documents, records and instruments, including the Plan, and we have made such legal and factual inquiries as we have deemed necessary or appropriate as a basis for us to render the opinions hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the certificates and statements of appropriate representatives of the Company.

In connection herewith, we have assumed that (i) all of the documents referred to in this opinion letter have been duly authorized by, have been duly executed and delivered by, and constitute the valid, binding and enforceable obligations of, all of the parties to such documents, (ii) all of the signatories to the documents referred to in this opinion letter have been duly authorized, and (iii) all of the parties to the documents referred to in this opinion letter are duly organized and validly existing and have the power and authority (corporate or other) to execute, deliver and perform such documents.

We do not purport to express an opinion on any laws other than the laws of the State of Delaware. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance, and when issued, delivered and paid for in accordance with the Plan (assuming that, upon any issuance of the Shares, the total number of shares of common stock issued and outstanding will not exceed the total number of shares of common stock that the Company is then authorized to issue under its Certificate of Incorporation, as amended), the Shares will be validly issued, fully paid and non-assessable.

We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus filed as a part thereof. We also consent to your filing copies of this opinion as an exhibit to the Registration Statement with such agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the securities addressed herein. In giving this 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.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP
Troutman Pepper Hamilton Sanders 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 April 28, 2022, with respect to the consolidated financial statements of Streamline Health Solutions, Inc. and its subsidiaries, included in this Annual Report on Form 10-K for the year ended January 31, 2022.

/s/ FORVIS, LLP (Successor to Dixon Hughes Goodman LLP)

Atlanta, Georgia
June 22, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Streamline Health Solutions, 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 Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Rules 457(c) and 457(h)	2,000,000(3)	\$ 1.18	\$ 2,360,000	0.0000927	\$ 218.77
Total Offering Amounts					\$ 2,360,000		\$ 218.77
Total Fee Offsets					-		-
Net Fee Due							\$ 218.77

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act. The amount of the registration fee is based on a price of \$1.18 per share of Common Stock, which is the average of the high and low prices of the registrant’s Common Stock as reported by the NASDAQ Capital Market on June 16, 2022.

(3) Represents 2,000,000 shares of Common Stock issuable under the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan (as amended, the “2013 Plan”). The registrant previously registered (i) 2,000,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on August 4, 2021 (Reg. No. 333-258445), (ii) 1,000,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on September 12, 2019 (Reg. No. 333-233728), (iii) 300,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on October 13, 2017 (Reg. No. 333-220953), (iv) 1,600,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on December 24, 2015 (Reg. No. 333-208752), (v) 2,000,000 shares of Common Stock issuable under the 2013 Plan on a Form S-8 filed on May 22, 2013 (Reg. No. 333-188764).