
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

AMPRIUS TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1591811
(I.R.S. Employer
Identification Number)

1180 Page Avenue
Fremont, California
(Address of principal executive offices)

94538
(Zip code)

Amprius Technologies, Inc. 2022 Equity Incentive Plan
Amprius Technologies, Inc. 2022 Employee Stock Purchase Plan
Amprius Technologies, Inc. 2016 Equity Incentive Plan
(Full title of the plan)

Dr. Kang Sun
Chief Executive Officer
Amprius Technologies, Inc.
1180 Page Avenue
Fremont, California 94538
(Name and address of agent for service)

(800) 425-8803
(Telephone number, including area code, of agent for service)

Copies to:

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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.

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 which specifically states that this Registration Statement shall thereafter become effective in

accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

Explanatory Note

This Registration Statement on Form S-8 (this “Registration Statement”) includes a reoffer prospectus (the “Reoffer Prospectus”) prepared in accordance with General Instruction C to Form S-8 and in accordance with the requirements of Part I of Form S-3. This Reoffer Prospectus may be used for reoffers and resales of shares of Common Stock, par value \$0.0001 per share (“Common Stock”), of Amprius Technologies, Inc. (the “Registrant”) on a continuous or delayed basis that may be deemed to be “restricted securities” or “control securities” under the Securities Act of 1933, as amended (the “Securities Act”), and the rules and regulations promulgated thereunder, that have been acquired by or are issuable to certain stockholders that are current directors and officers of the Registrant or its subsidiaries identified in the Reoffer Prospectus (the “Selling Securityholders”). The number of shares of Common Stock included in the Reoffer Prospectus were acquired by or are issuable to the Selling Securityholders pursuant to stock options granted under the Amprius Technologies, Inc. 2016 Equity Incentive Plan prior to the Business Combination (as defined below) and does not necessarily represent a present intention to sell any or all such shares of Common Stock. As specified in General Instruction C of Form S-8, the amount of securities to be reoffered or resold by means of the Reoffer Prospectus by each Selling Securityholder, and any other person with whom he or she is acting in concert for the purpose of selling the Registrant’s securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) under the Securities Act.

On September 14, 2022 (the “Closing Date”), the Registrant consummated the previously announced business combination pursuant to that certain Business Combination Agreement, dated May 11, 2022 (the “Business Combination Agreement”), by and among the Registrant, Kensington Capital Merger Sub Corp., a Delaware corporation and a wholly owned subsidiary of the Registrant (“Merger Sub”), and Amprius Technologies Operating, Inc., a Delaware corporation (f/k/a Amprius Technologies, Inc., a Delaware corporation) (“Legacy Amprius”). Pursuant to the terms of the Business Combination Agreement, the Registrant changed its jurisdiction of incorporation by deregistering as an exempted company incorporated with limited liability in the Cayman Islands and continuing and domesticating as a corporation incorporated under the laws of the State of Delaware (the “Domestication”), upon which the Registrant changed its name to “Amprius Technologies, Inc.,” and a business combination between the Registrant and Legacy Amprius was effected through the merger of Merger Sub with and into Legacy Amprius, with Legacy Amprius surviving as a wholly owned subsidiary of the Registrant (the “Merger” and, together with the Domestication and the other transactions contemplated by the Business Combination Agreement, the “Business Combination”).

As of the open of trading on September 15, 2022, the Common Stock and the Registrant’s public warrants began trading on the New York Stock Exchange (“NYSE”) under the symbols “AMPX” and “AMPX.W,” respectively.

REOFFER PROSPECTUS

8,818,203 Shares of Common Stock



This reoffer prospectus (“Reoffer Prospectus”) relates to the offer and sale from time to time by the selling stockholders named in this Reoffer Prospectus (the “Selling Securityholders”), or their permitted transferees, of up to 8,818,203 shares (the “Shares”) of common stock, par value \$0.0001 per share (“Common Stock”), of Amprius Technologies, Inc. (“Amprius,” the “Company,” “we,” “us” or “our”). This Reoffer Prospectus covers the Shares that were acquired by or are issuable to the Selling Securityholders pursuant to stock options granted to the Selling Securityholders under the Amprius Technologies, Inc. 2016 Equity Incentive Plan, as amended (“2016 Plan”). We are not offering any of the Shares and will not receive any proceeds from the sale of the Shares offered by this Reoffer Prospectus.

Subject to the satisfaction of any conditions to vesting of the shares of Common Stock offered by this Reoffer Prospectus to the Selling Securityholders pursuant to the terms of the 2016 Plan and the relevant option agreements, and subject to the expiration of the lock-up restrictions described in this Reoffer Prospectus, the Selling Securityholders may from time to time sell, transfer or otherwise dispose of any or all of the Shares described in this Reoffer Prospectus in a number of different ways and at varying prices, including through underwriters or dealers which the Selling Securityholders may select, directly to purchasers (or a single purchaser), or through broker-dealers or agents. If underwriters or dealers are used to sell the Shares, we will name them and describe their compensation in a prospectus supplement. The Shares may be sold in one or more transactions at fixed prices, prevailing market prices at the time of a sale, prices related to the prevailing market prices over a period of time, or at negotiated prices. The Selling Securityholders may sell any, all, or none of the Shares and we do not know when or in what amount the Selling Securityholders may sell their Shares under this Reoffer Prospectus. The price at which any of the Shares may be sold, and the commissions, if any, paid in connection with any such sale, are unknown and may vary from transaction to transaction. We provide more information about how the Selling Securityholders may sell their Shares in the section titled “*Plan of Distribution*.” The Selling Securityholders will bear all sales commissions and similar expenses. Any other expenses incurred by us in connection with the registration and offering that are not borne by the Selling Securityholders will be borne by us.

Our Common Stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “AMPX.” On November 10, 2022, the last quoted sale price for our Common Stock as reported on NYSE was \$10.50 per share.

The amount of the Shares to be offered or resold under this Reoffer Prospectus by each Selling Securityholder, and any other person with whom he or she is acting in concert for the purpose of selling our securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) under the Securities Act of 1933, as amended (the “Securities Act”).

We are an “emerging growth company” and a “smaller reporting company” as defined under the U.S. federal securities laws, and, as such, we have elected to comply with certain reduced public company reporting requirements for this Reoffer Prospectus and may elect to do so in future filings.

The Securities and Exchange Commission may take the view that, under certain circumstances, the Selling Securityholders and any broker-dealers or agents that participate with the Selling Securityholders in the distribution of the Shares may be deemed to be “underwriters” within the meaning of the Securities Act. Commissions, discounts or concessions received by any such broker-dealer or agent may be deemed to be underwriting commissions under the Securities Act. See the section titled “*Plan of Distribution*.”

Investing in our securities involves a high degree of risk. Before buying any securities, you should carefully read the discussion of the risks of investing in our securities in the section titled “*Risk Factors*” beginning on page 4 of this Reoffer Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Reoffer Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Reoffer Prospectus is November 16, 2022

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ABOUT THIS REOFFER PROSPECTUS

This Reoffer Prospectus contains important information you should know before investing, including important information about the Company and the Shares being offered. You should carefully read this Reoffer Prospectus, as well as the additional information contained in the documents described under “*Where You Can Find Additional Information*” and “*Information Incorporated by Reference*” in this Reoffer Prospectus, and in particular the periodic and current reports we file with the SEC.

You should rely only on the information contained in this Reoffer Prospectus or incorporated herein by reference or in any accompanying prospectus supplement. Neither we nor the Selling Securityholders have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the Selling Securityholders take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither we nor the Selling Securityholders are making an offer to sell the Shares, or soliciting an offer to buy the Shares, in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information in this Reoffer Prospectus, any applicable prospectus supplement, or any documents incorporated by reference is accurate as of any date other than the date of the applicable document, regardless of the time of delivery of this Reoffer Prospectus or any applicable prospectus supplement, or any sale of Shares hereunder. Our business, financial condition, results of operations, and prospects may have changed since those dates.

TRADEMARKS

Our logo and trademark appearing in this Reoffer Prospectus are our property. This document contains references to trademarks and service marks belonging to other entities. Solely for convenience, trademarks and trade names referred to in this Reoffer Prospectus may appear without the ® or TM symbols, but such references are not intended to indicate, in any way, that the applicable licensor will not assert, to the fullest extent under applicable law, its rights to these trademarks and trade names. We do not intend our use or display of other companies’ trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of it by, any other companies.

MARKET AND INDUSTRY DATA

We obtained the industry and market data used throughout this Reoffer Prospectus, any applicable prospectus supplement, or any documents incorporated by reference from our own internal estimates and research, as well as from independent market research, industry and general publications and surveys, governmental agencies, publicly available information and research, surveys and studies conducted by third parties. Internal estimates are derived from publicly available information released by industry analysts and third-party sources, our internal research and our industry experience, and are based on assumptions made by us based on such data and our knowledge of our industry and market, which we believe to be reasonable. In some cases, we do not expressly refer to the sources from which this data is derived. In addition, while we believe the industry and market data included in this Reoffer Prospectus, any applicable prospectus supplement, or any documents incorporated by reference is reliable and based on reasonable assumptions, such data involve material risks and other uncertainties and are subject to change based on various factors, including those discussed in the section titled “*Risk Factors*.” These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties or by us.

PROSPECTUS SUMMARY

This summary is not complete and does not contain all the information you should consider in making your investment decision. This summary is qualified in its entirety by the more detailed information included in this Reoffer Prospectus, including the documents incorporated by reference herein. You should read the entire Reoffer Prospectus carefully before making an investment in our securities. You should carefully consider, among other things, our consolidated financial statements and the related notes and the sections titled "Risk Factors," "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Unaudited Pro Forma Condensed Combined Financial Information" in the documents incorporated by reference in this Reoffer Prospectus. Unless the context otherwise requires, we use the terms "Amprius," "the Company," "we," "us" and "our" in this Reoffer Prospectus to refer to Amprius Technologies, Inc.

Overview

Amprius has developed and, since 2018, been in commercial production of an ultra-high energy density lithium-ion battery for mobility applications leveraging a disruptive silicon nanowire anode. Our silicon nanowire anode technology enables batteries with higher energy density, higher power density, and extreme fast charging capabilities over a wide range of operating temperatures, which results in its batteries providing superior performance compared to conventional graphite lithium-ion batteries. Our silicon nanowire anode is a direct drop-in replacement of the graphite anode in traditional lithium-ion batteries, and our manufacturing process leverages the manufacturing process for conventional lithium-ion batteries and the related supply chain.

Today, our batteries are primarily used for existing and emerging aviation applications, including unmanned aerial systems, such as drones and high-altitude pseudo satellites. We believe our proprietary technology has the potential for broad application in electric transportation.

Our batteries and their performance specifications have been tested and validated for application by over 30 customers, including Airbus, AeroVironment, the U.S. Army and Teledyne FLIR, and we have shipped over 10,000 batteries to date, which have enabled mission critical applications. Our proprietary silicon nanowire anode structures, battery cell designs and manufacturing processes are defended by our portfolio of patents, trade secrets and know-how developed over 10 years of research and development.

We currently manufacture our batteries on kWh-scale production lines at our headquarters in Fremont, California, where demand for our batteries exceeds our manufacturing capacity. We are working to meet the expected demand in several rapidly growing addressable markets by designing and building a large scale production facility that can manufacture at GWh+ scale.

Our principal executive offices are located at 1180 Page Avenue, Fremont, California 94538, and our telephone number is (800)425-8803. Our website is www.amprius.com. Information contained on, or that can be accessed through, our website is not a part of, and is not incorporated into, this Reoffer Prospectus, and the inclusion of our website address in this Reoffer Prospectus is an inactive textual reference only.

Implications of Being an Emerging Growth Company and a Smaller Reporting Company

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). We will remain an emerging growth company until the earliest to occur of: the last day of the fiscal year in which we have more than \$1.235 billion in annual revenues; the date we qualify as a "large accelerated filer," with at least \$700 million of equity securities held by non-affiliates; the issuance, in any three year period, by us of more than \$1.0 billion in non-convertible debt securities; and the last day of the fiscal year ending after the fifth anniversary of our initial public offering.

Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act, for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private

companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with certain other public companies difficult or impossible because of the potential differences in accounting standards used.

We are also a “smaller reporting company” as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company until the last day of the fiscal year in which (i) the market value of our Common Stock held by non-affiliates exceeds \$250 million as of the prior June 30 or (ii) our annual revenue exceeded \$100 million during such completed fiscal year and the market value of our Common Stock held by non-affiliates exceeds \$700 million as of the prior June 30.

The Offering

This Reoffer Prospectus relates to the public offering, which is not being underwritten, by the Selling Securityholders listed in this Reoffer Prospectus, of up to 8,818,203 Shares of Common Stock that were acquired by or are issuable to Selling Securityholders pursuant to stock options granted to the Selling Securityholders under the 2016 Plan. Subject to the satisfaction of any conditions to vesting of the Shares offered hereby pursuant to the terms of the 2016 Plan and the relevant stock option agreements, and subject to the expiration of the lock-up restrictions described below set forth in our bylaws and/or other agreements, the Selling Securityholders may from time to time sell, transfer or otherwise dispose of any or all of the Shares covered by this Reoffer Prospectus through underwriters or dealers, directly to purchasers (or a single purchaser), or through broker-dealers or agents. We will not receive any proceeds from the sale of the Shares by the Selling Securityholders. The Selling Securityholders will bear all sales commissions and similar expenses in connection with this offering. We will bear all expenses of registration incurred in connection with this offering, as well as any other expenses incurred by us in connection with the registration and offering that are not borne by the Selling Securityholders. For more information, see the sections titled “*Use of Proceeds*,” “*Selling Securityholders*,” and “*Plan of Distribution*.”

Lock-Up Restrictions

All of the 8,818,203 Shares that may be offered or sold by Selling Securityholders identified in this Reoffer Prospectus are subject to certain lock-up restrictions in our bylaws. The lock-up restrictions in our bylaws provide that, without the prior unanimous consent of our board of directors and subject to certain customary exceptions, each holder of Common Stock issued (i) as consideration pursuant to the Business Combination Agreement, (ii) upon the exercise of warrants or other convertible securities outstanding following the Business Combination in respect of warrants or convertible securities of Legacy Amprius outstanding immediately prior to the Business Combination (iii) to directors, officers and employees upon the settlement or exercise of stock options, restricted stock units, or other equity awards outstanding as of immediately following the Closing in respect of awards of Legacy Amprius outstanding immediately prior to the Business Combination or (iv) held by Kensington Capital Sponsor IV LLC (the “Sponsor”) and the Insiders (as defined in the Letter Agreement, dated March 1, 2022, by and among the Company, the Sponsor or the other signatories thereto) outstanding immediately following the Business Combination, will not, through September 13, 2023, directly or indirectly, lend, sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, their shares of Common Stock; provided that, if following the 150th day after the closing of the Business Combination, the closing price per share of Common Stock for any 20 trading days within any 30 consecutive trading day period is at least \$12.50, such lock-up restrictions will no longer apply.

RISK FACTORS

Investing in our Common Stock involves a high degree of risk. Before you make a decision to buy our securities, you should carefully consider the risks and uncertainties set forth under the heading “*Risk Factors*” in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed with the Securities and Exchange Commission (the “SEC”) on November 14, 2022, which are incorporated by reference herein, and in subsequent reports we file with the SEC, together with the financial and other information contained or incorporated by reference in this Reoffer Prospectus. Our business, operating results, financial condition or prospects could also be harmed by risks and uncertainties not currently known to us or that we currently do not believe are material. If any of these risks actually occur, our business, prospects, financial condition and results of operations could be materially adversely affected. In that case, the trading price of our Common Stock could decline, and you may lose all or a part of your investment. Only those investors who can bear the risk of loss of their entire investment should invest in our Common Stock.

The risks we have described also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See “*Cautionary Note Regarding Forward-Looking Statements.*”

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Reoffer Prospectus and the documents incorporated by reference herein may constitute “forward-looking statements” for purposes of the federal securities laws. Such forward-looking statements include, but are not limited to, statements regarding our and our management team’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “will,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this Reoffer Prospectus and the documents incorporated by reference herein may include, for example, statements about:

- the expected benefits of the Business Combination;
- the Company’s financial and business performance, including financial and business metrics;
- changes in the Company’s strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects and plans;
- the Company’s ability to develop a high-volume manufacturing line and otherwise scale in a cost-effective manner;
- the expected addressable market for the Company’s products;
- developments relating to the Company’s competitors and industry;
- the impact of health epidemics, including the COVID-19 pandemic, on the Company’s business and the actions the Company may take in response thereto;
- the Company’s expectations regarding its ability to obtain and maintain intellectual property protection and not infringe on the rights of others;
- the Company’s future capital requirements and sources and uses of cash;
- the Company’s ability to obtain funding for its operations;
- the Company’s business, expansion plans and opportunities; and
- the outcome of any known and unknown litigation and regulatory proceedings.

These forward-looking statements are based on information available as of the date of this Reoffer Prospectus, and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

- the ability of the Company to execute its business model, including scaling production and the increase in addressable market for its products and services;
- the Company’s ability to raise capital;
- the outcome of any legal proceedings that may be instituted against the Company;
- the ability to maintain the listing of Common Stock on the NYSE;
- the ability of the Company to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition and the ability of the Company to grow and manage growth profitably;

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- changes in applicable laws or regulations;
- the effect of the COVID-19 pandemic on the Company's business;
- the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors; and
- other risks and uncertainties described in this Reoffer Prospectus, including those under the section titled "Risk Factors" in the documents incorporated by reference into this Reoffer Prospectus.

Should one or more of the risks or uncertainties described in this Reoffer Prospectus or the documents incorporated by reference herein, or the underlying assumptions, prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements.

USE OF PROCEEDS

The Shares offered by the Selling Securityholders pursuant to this Reoffer Prospectus will be sold by the Selling Securityholders for their respective accounts. We will not receive any of the proceeds from the sale of the Shares hereunder. All the proceeds from the sale of the Shares offered by the Selling Securityholders pursuant to this Reoffer Prospectus will go to the Selling Securityholders. For more information, see the sections titled “*Selling Securityholders*” and “*Plan of Distribution*” included below.

SELLING SECURITYHOLDERS

The following table sets forth, as of November 1, 2022 (the “Determination Date”), the names of the Selling Securityholders, the aggregate number of shares of Common Stock beneficially owned by the Selling Securityholders prior to the sale of the Shares offered hereby, the aggregate number of shares of Common Stock that the Selling Securityholders may offer pursuant to this Reoffer Prospectus and the number of shares of Common Stock that would be beneficially owned by the Selling Securityholders after the sale of the Shares offered hereby assuming that the Selling Securityholders sell all of the Shares covered by this Reoffer Prospectus. The percentage of beneficial ownership after the offered shares of Common Stock are sold is calculated based on 84,467,987 shares of Common Stock outstanding as of the Determination Date.

The Shares offered by the Selling Securityholders hereunder include shares of Common Stock that were acquired by or are issuable upon the exercise of stock options by certain directors and officers of the Company or its subsidiaries pursuant to the 2016 Plan, as described in this Reoffer Prospectus. When we refer to the “Selling Securityholders” in this Reoffer Prospectus, we mean the persons listed in the table below, and the pledgees, donees, transferees, assignees, successors, designees and others who later come to hold any of the Selling Securityholders’ interest in the Common Stock other than through a public sale.

The amount of the Shares to be offered or resold under this Reoffer Prospectus by each Selling Securityholder, and any other person with whom he or she is acting in concert for the purpose of selling our securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) under the Securities Act.

We have determined beneficial ownership in accordance with the rules of the SEC (except as described in footnote (2) to the table below), and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned as of the Determination Date, subject to community property laws where applicable.

Name of Selling Securityholder ⁽¹⁾	Common Stock Beneficially Owned Prior to Offering ⁽²⁾	Number of Shares of Common Stock Being Offered	Common Stock Beneficially Owned After the Offered Shares of Common Stock are Sold	
			Number ⁽³⁾	Percent
Dr. Kang Sun ⁽⁴⁾	3,457,763	3,457,763	—	—
Sandra Wallach ⁽⁵⁾	727,950	727,950	—	—
Jonathan Bornstein ⁽⁶⁾	2,729,813	2,729,813	—	—
Dr. Ionel Stefan ⁽⁷⁾	1,091,924	1,091,924	—	—
Donald R. Dixon ⁽⁸⁾	470,251	270,251	200,000	*
Dr. Wen Hsieh ⁽⁹⁾	270,251	270,251	—	—
Dr. Steven Chu ⁽¹⁰⁾	275,251	270,251	5,000	*
Total Shares	9,023,203	8,818,203	205,000	*

* Less than 1%

- (1) Unless otherwise noted, the business address of each of these shareholders is c/o Amprius Technologies, Inc., 1180 Page Avenue, Fremont, California 94538.
- (2) The number of shares of Common Stock reflect all shares of Common Stock acquired by or issuable to a Selling Securityholder pursuant to applicable option grants previously made irrespective of whether such options are vested as of the Determination Date or will become vested within 60 days after the Determination Date.
- (3) Assumes all the shares of Common Stock being offered are sold in the offering and that no additional shares of Common Stock are purchased or otherwise acquired other than pursuant to the options relating to the Shares being offered.
- (4) Consists of 3,457,763 shares of Common Stock subject to options held by Dr. Kang Sun, which are offered under this Reoffer Prospectus. Dr. Sun is our President and Chief Executive Officer and is a member of our board of directors.

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- (5) Consists of 727,950 shares of Common Stock subject to options held by Sandra Wallach, which are offered under this Reoffer Prospectus. Ms. Wallach is our Chief Financial Officer.
- (6) Consists of 2,729,813 shares of Common Stock subject to options held by Jonathan Bornstein, which are offered under this Reoffer Prospectus. Mr. Bornstein is our Chief Operating Officer.
- (7) Consists of 1,091,924 shares of Common Stock subject to options held by Dr. Ionel Stefan, which are offered under this Reoffer Prospectus. Dr. Stefan is our Chief Technology Officer.
- (8) Consists of (i) 270,251 shares of Common Stock subject to options held by Donald R. Dixon, which are offered under this Reoffer Prospectus, (ii) 100,000 shares of Common Stock held by The Dixon Revocable Trust under agreement dated June 17, 1988, and (iii) 100,000 shares of Common Stock issuable upon the exercise of 100,000 warrants held by The Dixon Revocable Trust under agreement dated June 17, 1988. Mr. Dixon and Elizabeth W. Dixon are co-trustees of The Dixon Revocable Trust under agreement dated June 17, 1988. Mr. Dixon is a member of our board of directors.
- (9) Consists of 270,251 shares of Common Stock subject to options held by Dr. Wen Hsieh, which are offered under this Reoffer Prospectus. Dr. Hsieh is a member of our board of directors.
- (10) Consists of (i) 270,251 shares of Common Stock subject to options held by Dr. Steven Chu, which are offered under this Reoffer Prospectus, (ii) 2,500 shares of Common Stock and (ii) 2,500 shares of Common Stock issuable upon the exercise of 2,500 warrants. Dr. Chu is a member of our board of directors.

Other Material Relationships with the Selling Securityholders

Indemnification Agreements

We have entered into separate indemnification agreements with our directors and executive officers, in addition to the indemnification provided for in our certification of incorporation and our bylaws. These agreements, among other things, require us to indemnify our directors and executive officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of our directors or executive officers or as a director or executive officer of any other company or enterprise to which the person provides services at the Company's request. Each of the Selling Securityholders is a party of such indemnification agreement.

Compensation Arrangements

Legacy Amprius was, and we currently are, party to employment agreements with Dr. Sun, Ms. Wallach, Mr. Bornstein and Dr. Stefan that, among other things, provide for certain severance and change of control benefits. Legacy Amprius also granted stock options to Dr. Sun, Ms. Wallach, Mr. Bornstein and Dr. Stefan, which converted into stock options of the Company at the closing of the Business Combination. For more information on these employment agreements and our other executive and director compensation arrangements, see "*Information Incorporated by reference.*"

PIPE Financing

In connection with the Business Combination, on the Closing Date, certain investors purchased from the Company an aggregate of 2,052,500 PIPE Units at a price of \$10.00 per PIPE Unit (such transaction, the "PIPE"), pursuant to separate subscription agreements entered into with such investors. Each "PIPE Unit" consists of (i) one share of Common Stock and (ii) one warrant to purchase one share of Common Stock. The Dixon Revocable Trust, of which Mr. Dixon is co-trustee, and Dr. Chu purchased 100,000 PIPE Units and 2,500 PIPE Units, respectively, in the PIPE.

PLAN OF DISTRIBUTION

We are registering the Shares covered by this Reoffer Prospectus to permit the Selling Securityholders to conduct public secondary trading of the Shares from time to time after the date of this Reoffer Prospectus. As used herein, references to “Selling Securityholders” includes donees, pledgees, transferees, distributees or other successors-in-interest selling shares of Common Stock received after the date of this Reoffer Prospectus from a Selling Securityholder as a gift, pledge, partnership distribution, or other transfer.

We will not receive any of the proceeds from the sale of the Shares offered by this Reoffer Prospectus. The aggregate proceeds to the Selling Securityholders from the sale of the Shares will be the purchase price of the Shares less any discounts and commissions. We will not pay any brokers' or underwriters' discounts and commissions in connection with the registration and sale of the Shares covered by this Reoffer Prospectus. The Selling Securityholders will pay any underwriting discounts and commissions and expenses incurred by them for brokerage, accounting, tax or legal services or any other expenses incurred by them in disposing of the Shares. We will bear the costs, fees and expenses incurred in effecting the registration of the Shares covered by this Reoffer Prospectus, including all registration and filing fees and fees and expenses of our counsel and our independent registered public accounting firm. The Selling Securityholders reserve the right to accept and, together with their respective agents, to reject, any proposed purchases of the Shares to be made directly or through agents.

The Shares offered by this Reoffer Prospectus may be sold from time to time to purchasers:

- directly by the Selling Securityholders;
- through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, commissions or agent's commissions from the Selling Securityholders or the purchasers of the Shares; or
- through a combination of any of these methods of sale.

Any underwriters, broker-dealers or agents who participate in the sale or distribution of the Shares may be deemed to be “underwriters” within the meaning of the Securities Act. As a result, any discounts, commissions or concessions received by any such broker-dealer or agents who are deemed to be underwriters will be deemed to be underwriting discounts and commissions under the Securities Act. Underwriters are subject to the prospectus delivery requirements of the Securities Act and may be subject to certain statutory liabilities under the Securities Act and the Exchange Act. The Selling Securityholders may agree to indemnify any broker, dealer, or agent that participates in transactions involving sales of the Shares against certain liabilities in connection with the offering of the Shares arising under the Securities Act. We will make copies of this Reoffer Prospectus available to the Selling Securityholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. To our knowledge, there are currently no plans, arrangements or understandings between the Selling Securityholders and any underwriter, broker-dealer or agent regarding the sale of the Shares by the Selling Securityholders.

The Shares may be sold in one or more transactions at:

- fixed prices;
- prevailing market prices at the time of sale;
- prices related to such prevailing market prices;
- varying prices determined at the time of sale; or
- negotiated prices.

These sales may be effected in one or more transactions:

- through one or more underwritten offerings on a firm commitment or best efforts basis;

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- settlement of short sales entered into after the date of this Reoffer Prospectus;
- agreements with broker-dealers to sell a specified number of the securities at a stipulated price per share;
- in “at the market” offerings, as defined in Rule 415 under the Securities Act, at negotiated prices, at prices prevailing at the time of sale or at prices related to such prevailing market prices, including sales made directly on a national securities exchange or sales made through a market maker other than on an exchange or other similar offerings through sales agents;
- on any national securities exchange or quotation service on which the Shares may be listed or quoted at the time of sale, including Nasdaq;
- in the over-the-counter market;
- in privately negotiated transactions;
- in transactions otherwise than on such exchanges or services or in the over-the-counter market;
- in options or other hedging transactions, whether through an options exchange or otherwise;
- in distributions to members, limited partners or stockholders of Selling Securityholders;
- through trading plans entered into by the Selling Securityholder pursuant to Rule 10b5-1 under the Exchange Act that are in place at the time of an offering pursuant to this Reoffer Prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans;
- any other method permitted by applicable law; or
- through any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

At the time a particular offering of the Shares is made, a prospectus supplement, if required, will be distributed, which will set forth the name of the Selling Securityholders, the aggregate amount of Shares being offered and the terms of the offering, including, to the extent required, (1) the name or names of any underwriters, broker-dealers or agents, (2) any discounts, commissions and other terms constituting compensation from the Selling Securityholders and (3) any discounts, commissions or concessions allowed or reallocated to be paid to broker-dealers.

The Selling Securityholders also may transfer the securities in other circumstances, in which case the transferees, pledgees or other successors-in-interest will be the selling beneficial owners for purposes of this Reoffer Prospectus. Upon being notified by a Selling Securityholder that a donee, pledgee, transferee, other successor-in-interest intends to sell our Shares, we will, to the extent required, promptly file a supplement to this Reoffer Prospectus to name specifically such person as a Selling Securityholder.

The Selling Securityholders will act independently of us in making decisions with respect to the timing, manner, and size of each resale or other transfer. There can be no assurance that the Selling Securityholders will sell any or all the Shares under this Reoffer Prospectus. Further, we cannot assure you that the Selling Securityholders will not transfer, distribute, devise or gift the Shares by other means not described in this Reoffer Prospectus. In addition, any Shares covered by this Reoffer Prospectus that qualify for sale under Rule 144 of the Securities Act may be sold under Rule 144 rather than under this Reoffer Prospectus. The Shares may be sold in some states only through registered or licensed brokers or dealers. In addition, in some states the Shares may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification is available and complied with.

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The Selling Securityholders and any other person participating in the sale of the Shares will be subject to the Exchange Act. The Exchange Act rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the Shares by the Selling Securityholders and any other person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the Shares to engage in market-making activities with respect to the particular securities being distributed. This may affect the marketability of the Shares and the ability of any person or entity to engage in market-making activities with respect to the Shares.

Once sold under the registration statement of which this Reoffer Prospectus forms a part, the shares of Common Stock will be freely tradable in the hands of persons other than our affiliates.

For additional information regarding expenses of registration, see the section titled “*Use of Proceeds*” appearing elsewhere in this Reoffer Prospectus.

Lock-Up Restrictions

All of the Shares of Common Stock that may be offered or sold by Selling Securityholders identified in this Reoffer Prospectus are, subject to certain exceptions, subject to the lock-up restrictions in our bylaws. For additional information regarding the lock-up restrictions, see the section titled “*Prospectus Summary—Lock-up Restrictions*” appearing elsewhere in this Reoffer Prospectus.

LEGAL MATTERS

The validity of the Shares offered hereby has been passed upon for us by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California.

EXPERTS

The financial statements of the Company as of December 31, 2021 and 2020 and for each of the years in the two-year period ended December 31, 2021 appearing in the Company's Amendment No. 1 to the Current Report on Form 8-K/A filed with the SEC on November 16, 2022 have been audited by SingerLewak LLP, an independent registered public accounting firm, as stated in their report thereon and incorporated by reference into this Reoffer Prospectus and Registration Statement in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" information into this Reoffer Prospectus, which means that we can disclose important information about us by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this Reoffer Prospectus, and information that we file later with the SEC will automatically update and supersede the previously filed information. We incorporate by reference into this Reoffer Prospectus the following documents previously filed with the SEC:

- (a) The Company's [prospectus/proxy statement](#) filed with the SEC on September 1, 2022 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-4 (File No. 333-265740), which became effective on September 1, 2022 (the "S-4 Prospectus"), which contains the Company's audited financial statements for the latest fiscal year for which such statements have been filed (except with respect to (i) the financial statements of Kensington Capital Acquisition Corp. IV as of December 31, 2021 and for the period from March 19, 2021 (inception) through December 31, 2021 and the report of Marcum LLP thereon dated February 23, 2022 and (ii) the Company's financial statements as of December 31, 2021 and 2020 and for each of the years in the two-year period ended December 31, 2021 and the report of SingerLewak LLP dated June 21, 2022 included therein and superseded by the financial statements included in the Company's Amendment No. 1 to the Current Report on Form 8-K/A filed with the SEC on November 16, 2022);
- (b) The Company's Quarterly Report on Form 10-Q filed with the SEC on [November 14, 2022](#) for the quarter ended September 30, 2022;
- (c) The Company's Current Reports on Form 8-K filed with the SEC on [October 20, 2022](#), [September 28, 2022](#) and [September 16, 2022](#) (except with respect to the Company's financial statements as of December 31, 2021 and 2020 and for each of the years in the two-year period ended December 31, 2021 and the report of SingerLewak LLP dated June 21, 2022 included therein and superseded by the financial statements included in the Company's Amendment No. 1 to the Current Report on Form 8-K/A filed with the SEC on November 16, 2022) and the Company's Amendment No. 1 to the Current Report on [Form 8-K/A](#) filed with the SEC on November 16, 2022; and
- (d) The description of the Company's securities that is contained in the [S-4 Prospectus](#), including any amendment or supplements thereto.

All documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the termination of the offering of the Shares under this Reoffer Prospectus shall be deemed to be incorporated by reference in this Reoffer Prospectus and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC (including, without limitation, information furnished under Item 2.02 or Item 7.01 of Current Reports on Form 8-K and the exhibits related to such items furnished under Item 9.01) shall not be deemed incorporated by reference into this Reoffer Prospectus.

Any statement contained in this Reoffer Prospectus, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Reoffer Prospectus to the extent that a statement contained herein or in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Reoffer Prospectus.

We will provide without charge to each person, including any beneficial owner, to whom a copy of this Reoffer Prospectus is delivered, upon written or oral request of any such person, a copy of any and all of the information that has been incorporated by reference in this Reoffer Prospectus but not delivered with the Reoffer Prospectus other than the exhibits to those documents, unless the exhibits are specifically incorporated by reference into the information that this Reoffer Prospectus incorporates. Requests for documents should be directed to Amprius Technologies, Inc., Attn: Sandra Wallach, 1180 Page Avenue, Fremont, California, 94538, (800) 425-8803.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We are subject to the informational reporting requirements of the Exchange Act. We file reports, proxy statements and other information with the SEC under the Exchange Act. Our SEC filings are available over the Internet at the SEC's website at www.sec.gov. Our website address is www.amprius.com. The information on, or that can be accessed through, our website is not part of this prospectus. We make available, free of charge, on our investor relations website at ir.amprius.com under "SEC Filings," our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to these reports as soon as reasonably practicable after electronically filing or furnishing those reports to the SEC. Information contained on, or that can be accessed through, our website and investor relations website is not a part of or incorporated by reference into this Reoffer Prospectus and the inclusion of our website and investor relations website addresses in this Reoffer Prospectus is an inactive textual reference only.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the employee benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the SEC, either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "SEC"):

- (a) The Registrant's [prospectus/proxy statement](#) filed with the SEC on September 1, 2022 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-4 (File No. 333-265740), which became effective on September 1, 2022 (the "S-4 Prospectus"), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed (except with respect to (i) the financial statements of Kensington Capital Acquisition Corp. IV as of December 31, 2021 and for the period from March 19, 2021 (inception) through December 31, 2021 and the report of Marcum LLP thereon dated February 23, 2022 and (ii) the Registrant's financial statements as of December 31, 2021 and 2020 and for each of the years in the two-year period ended December 31, 2021 and the report of SingerLewak LLP dated June 21, 2022 included therein and superseded by the financial statements included in the Registrant's Amendment No. 1 to the Current Report on Form 8-K/A filed with the SEC on November 16, 2022);
- (b) The Registrant's Quarterly Report on Form 10-Q filed with the SEC on [November 14, 2022](#) for the quarter ended September 30, 2022;
- (c) The Registrant's Current Reports on Form 8-K filed with the SEC on [October 20, 2022](#), [September 28, 2022](#) and [September 16, 2022](#) (except with respect to the Registrant's financial statements as of December 31, 2021 and 2020 and for each of the years in the two-year period ended December 31, 2021 and the report of SingerLewak LLP dated June 21, 2022 included therein and superseded by the financial statements included in the Registrant's Amendment No. 1 to the Current Report on Form 8-K/A filed with the SEC on November 16, 2022) and the Registrant's Amendment No. 1 to the Current Report on [Form 8-K/A](#) filed with the SEC on November 16, 2022; and
- (d) The description of the Registrant's securities that is contained in the [S-4 Prospectus](#), including any amendment or supplements thereto.

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC (including, without limitation, information furnished under Item 2.02 or Item 7.01 of Current Reports on Form 8-K and the exhibits related to such items furnished under Item 9.01) shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in this Registration Statement, or 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 subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such 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.

Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California, has passed on the validity of the Shares offered pursuant to this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Section 102(b)(7) of the Delaware General Corporation Law (the “DGCL”) allows a corporation to provide in its certificate of incorporation that a director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except where the director breached the duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our certificate of incorporation provides for this limitation of liability.

Section 145(a) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party to or is threatened to be made a party 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 the corporation), because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification will be made with respect to any claim, issue or matter as to which he or she will have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court will deem proper.

Section 145(g) of the DGCL provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the DGCL.

Our bylaws provide that we must indemnify and advance expenses to our directors and officers to the full extent authorized by the DGCL.

We have entered into indemnification agreements with each of its directors and executive officers. These indemnification agreements provide the directors and executive officers with certain contractual rights to indemnification and advancement for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of the Registrant’s or its subsidiaries’ directors or executive officers or as a director or executive officer of any other company or enterprise to which the person provides services at the request of the Registrant.

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We also maintain a general liability insurance policy, which will cover certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Registrant has filed the exhibits listed on the accompanying Exhibit Index of this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Certificate of Incorporation of the Company	8-K	001-41314	3.1	September 16, 2022
4.2	Bylaws of the Company	8-K	001-41314	3.2	September 16, 2022
4.3	Specimen Common Stock Certificate	8-K	001-41314	4.1	September 16, 2022
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.				
23.1*	Consent of SingerLewak LLP, independent registered public accounting firm				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto).				
24.1*	Power of Attorney (included on the signature page hereto).				
99.1	Amprius Technologies, Inc. 2022 Equity Incentive Plan and forms of agreements thereunder	8-K	001-41314	10.7	September 16, 2022
99.2	Amprius Technologies, Inc. 2022 Employee Stock Purchase Plan.	424B3	333-265740	Annex E	September 1, 2022
99.3	Amprius Technologies, Inc. 2016 Equity Incentive Plan and forms of agreements thereunder	8-K	001-41314	10.11	September 16, 2022
107*	Filing Fee Table				

* Filed herewith.

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 SEC 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) and (A)(1)(ii) 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 SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act that are incorporated by reference in the Registration Statement.
- (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.

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- 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 Securities Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities 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 Securities and Exchange 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 in the city of Fremont, California, on November 16, 2022.

AMPRIUS TECHNOLOGIES, INC.

By: /s/ Dr. Kang Sun
Name: Dr. Kang Sun
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dr. Kang Sun and Sandra Wallach, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments) on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dr. Kang Sun</u> Dr. Kang Sun	Chief Executive Officer and Director (Principal Executive Officer)	November 16, 2022
<u>/s/ Sandra Wallach</u> Sandra Wallach	Chief Financial Officer (Principal Financial and Accounting Officer)	November 16, 2022
<u>/s/ Donald R. Dixon</u> Donald R. Dixon	Director	November 16, 2022
<u>/s/ Dr. Steven Chu</u> Dr. Steven Chu	Director	November 16, 2022
<u>/s/ Dr. Wen Hsieh</u> Dr. Wen Hsieh	Director	November 16, 2022
<u>/s/ Justin Mirro</u> Justin Mirro	Director	November 16, 2022



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

o: 650.493.9300
f: 650.493.6811

November 16, 2022

Amprius Technologies, Inc.
1180 Page Avenue
Fremont, California 94538

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by Amprius Technologies, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), covering the registration of an aggregate of up to 25,113,410 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), consisting of (i) up to 9,907,279 shares of Common Stock reserved for issuance pursuant to future awards granted under the Amprius Technologies, Inc. 2022 Equity Incentive Plan (the "2022 Plan"), (ii) up to 990,000 shares of Common Stock reserved for issuance pursuant to the Amprius Technologies, Inc. 2022 Employee Stock Purchase Plan (the "ESPP"), and (iii) up to 14,216,131 shares of Common Stock underlying options previously granted pursuant to the Amprius Technologies, Inc. 2016 Equity Incentive Plan, as amended (the "2016 Plan"), and together with the ESPP and 2022 Plan, the "Plans") (such shares in (i), (ii) and (iii), the "Primary Shares"). The Registration Statement also covers the registration for resale of up to 8,818,203 shares of Common Stock (the "Resale Shares") that may be issued upon the exercise of certain options previously granted pursuant to the 2016 Plan on behalf of the selling securityholders or their permitted transferees described in the prospectus included in the Registration Statement (the "Prospectus").

We are acting as counsel for the Company in connection with the registration of the Shares. As such counsel, we have made such legal and factual examinations and inquiries as we have deemed necessary or advisable for the purpose of rendering the opinions and statements set forth below. In rendering the opinions and statements expressed below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion.

In addition, we have reviewed originals or copies of such corporate records of the Company, certificates of public officials, a certificate of an officer of the Company as to factual matters, and such other documents which we consider necessary or advisable for the purpose of rendering the opinions set forth below. We have not independently established the facts stated therein.

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

In our examination, we have assumed the genuineness of all signatures, the authenticity and completeness of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents. We have also assumed the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have assumed that the certificates representing the Securities have been properly authenticated by the signature of an authorized officer of the Company's transfer agent. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System ("EDGAR"), except for required EDGAR formatting changes, to physical copies submitted for our examination and the absence of any evidence extrinsic to the provisions of the written agreements between the parties that the parties intended a meaning contrary to that expressed by those provisions.

We express no opinion as to any matter relating to the laws of any jurisdiction other than the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set out below, we are of the opinion that (1) when the Primary Shares have been issued pursuant to the applicable provisions of the Plans, and pursuant to the agreements that accompany the Plans, and in accordance with the Registration Statement, such Primary Shares will be validly issued, fully paid and nonassessable, and (2) when the Resale Shares have been issued pursuant to the provisions of the 2016 Plan and pursuant to the agreements that accompany the 2016 Plan, and in accordance with the Registration Statement, such Resale Shares will be validly issued, fully paid and non-assessable.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement, the Prospectus, any prospectus supplement, and in any amendment or supplement thereto. 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 the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Amprius Technologies, Inc. of our report dated June 21, 2022 (except for the reverse recapitalization described in Note 1 as to which the date is November 16, 2022), relating to the financial statements of Amprius Technologies, Inc., appearing in the Company's Amendment No. 1 to the Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 16, 2022.

/s/ SingerLewak LLP

San Jose, CA
November 16, 2022

Calculation of Filing Fee Table

FORM S-8
(Form Type)AMPRIUS TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities							
Equity	Common stock, par value \$0.0001 per share(2)	Other	9,907,279	\$10.33(3)	\$102,342,192.07	\$110.20 per \$1,000,000	\$11,278.11
Equity	Common stock, par value \$0.0001 per share(4)	Other	990,000	\$10.33(3)	\$10,226,700.00	\$110.20 per \$1,000,000	\$1,126.98
Equity	Common stock, par value \$0.0001 per share(5)	Other	14,216,131	\$1.34(6)	\$19,049,615.54	\$110.20 per \$1,000,000	\$2,099.27
Total Offering Amounts					\$131,618,507.61		\$14,504.36
Total Fee Offsets							—
Net Fee Due							\$14,504.36

- (1) Amprius Technologies, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement to register (i) 9,907,279 shares of the Registrant’s common stock, par value \$0.0001 per share (the “Common Stock”), for issuance under the Amprius Technologies, Inc. 2022 Equity and Incentive Plan (the “2022 Plan”), (ii) 990,000 shares of Common Stock for issuance under the Amprius Technologies, Inc. 2022 Employee Stock Purchase Plan (the “ESPP”) and (iii) 14,216,131 shares of Common Stock that may be issued pursuant to the exercise of outstanding stock options under the Amprius Technologies, Inc. 2016 Equity Incentive Plan (the “2016 Plan” and, together with the 2022 Plan and the ESPP, the “Plans”), including 8,818,203 shares of Common Stock being offered for resale by the selling stockholders named in the prospectus included in and filed with this Registration Statement. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional and indeterminate number of shares of Common Stock, which may become issuable pursuant to the provisions of the Plans relating to adjustments for changes resulting from a stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that may be issued under the 2022 Plan.
- (3) Estimated pursuant to Rules 457(c) and (h) under the Securities Act solely for the purposes of calculating the amount of the registration fee, based on the average of the high and low sales prices of the Common Stock reported on the New York Stock Exchange on November 10, 2022.
- (4) Represents shares of Common Stock that may be issued pursuant under the ESPP.
- (5) Represents shares of Common Stock that may be issued pursuant to the exercise of outstanding stock options to purchase Common Stock under the 2016 Plan, including 8,818,203 shares of Common Stock being offered for resale by the selling stockholders named in the prospectus included in and filed with this Registration Statement, for which no additional registration fee is required pursuant to Rule 457(h)(3) under the Securities Act.
- (6) Estimated pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The price of \$1.34 per share represents the weighted average exercise price per share of outstanding stock option awards under the 2016 Plan.