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

FORM S-8
Registration Statement
under
The Securities Act of 1933

INTELLIGENT BIO SOLUTIONS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-1512711
(I.R.S. employer
identification no.)

142 West, 57th Street, 11th Floor
New York, NY 10019
(Address of principal executive offices, including zip code)

Intelligent Bio Solutions Inc. 2019 Long Term Incentive Plan
(Full title of the plan)

Harry Simeonidis
President and Chief Executive Officer
142 West, 57th Street, 11th Floor
New York, NY 10019
(Name and address of agent for service)

(646) 828-8258
(Telephone number, including area code, of agent for service)

With a copy to:

Ralph V. De Martino, Esq.
Johnathan C. Duncan, Esq.
ArentFox Schiff LLP
901 K Street NW, Suite 700
Washington, DC 20001
Tel: (202) 724-6848
Fax: (202) 778-6460

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller
reporting company)

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

Intelligent Bio Solutions Inc. (the “Registrant”) has prepared this registration statement on Form S-8 (the “Registration Statement”) to register an additional 1,475,000 shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”), for issuance under the Intelligent Bio Solutions Inc. 2019 Long Term Incentive Plan (the “2019 Plan”).

On February 8, 2023, the stockholders of the Registrant approved an amendment to the 2019 Plan to increase the number of shares of Common Stock authorized for issuance thereunder from 25,000 shares to 75,000 shares; and on May 8, 2023, the stockholders of the Registrant approved an amendment to the 2019 Plan to increase the number of shares of Common Stock authorized for issuance thereunder from 75,000 shares to 125,000 shares.

On December 13, 2023, the stockholders of the Registrant approved an amendment to the 2019 Plan to increase the number of shares of Common Stock authorized for issuance thereunder from 125,000 shares to 1,600,000 shares. This Registration Statement registers the additional 1,475,000 shares of the Registrant’s common stock added to the 2019 Plan.

Accordingly, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements on Form S-8 concerning the 2019 Plan filed with the Securities and Exchange Commission (the “Commission”) on August 5, 2022 (Registration File No. 333-266571) and on May 31, 2023 (Registration File No. 333-272305) (the “Prior Registration Statements”) are incorporated herein by reference, except to the extent supplemented or amended or superseded by the information set forth herein.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate.

All share amounts in this Registration Statement have been adjusted to reflect the 1-for-20 reverse split of the Registrant’s Common Stock effected February 9, 2023.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Securities and Exchange Commission, other than any portions of the respective filing that were furnished, pursuant to Item 2.02 or Item 7.01 of Current Reports on Form 8-K (including exhibits related thereto) or other applicable SEC rules, rather than filed:

- the Registrant's Annual Report on [Form 10-K](#) for the year ended June 30, 2023 (filed on August 23, 2023);
- the Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended September 30, 2023 (filed on November 8, 2023);
- the Registrant's Current Reports on Form 8-K and any amendments on Form 8-K/A filed on: [January 4, 2024](#), [December 21, 2023](#), [December 18, 2023](#), [December 14, 2023](#), [November 17, 2023](#), [November 6, 2023](#), [October 4, 2023](#), [July 26, 2023](#), and [July 3, 2023](#);
- the Registrant's Definitive Proxy Statement on [Schedule 14A](#) filed on November 16, 2023; and
- the description of the Registrant's Common Stock contained in the Registrant's registration statement [Form 8-A](#) filed with the Commission on December 22, 2020 (File No. 001-39825) and any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents.

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 which also 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 No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.4 to the Registrant's Amended Registration Statement on Form S-1/A (File No. 333-232557) filed with the Commission on December 21, 2020).</u>
4.2	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of GBS Inc. (now known as Intelligent Bio Solutions Inc.), as filed with the Secretary of State of Delaware on October 26, 2022 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on October 27, 2022).</u>
4.3	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on February 9, 2023).</u>
4.4	<u>Amended and Restated Bylaws of Intelligent Bio Solutions Inc., as amended as of October 26, 2022 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on October 27, 2022).</u>
4.5	<u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Amended Registration Statement on Form S-1/A (File No. 333-232557) filed with the Commission on September 19, 2019).</u>
4.6	<u>Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on October 11, 2022).</u>
4.7	<u>Certificate of Designation of Preferences, Rights and Limitations of the Series E Convertible Preferred Stock, filed with the Delaware Secretary of State on October 3, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on October 4, 2023).</u>
4.8	<u>Form of Series A Warrant (incorporated by reference to Exhibit 4.2 to the Company's Amended Registration Statement on Form S-1/A (File No. 333-232557) filed with the Commission on October 20, 2020).</u>
4.9	<u>Form of Series B Warrant (incorporated by reference to Exhibit 4.3 to the Company's Amended Registration Statement on Form S-1/A (File No. 333-232557) filed with the Commission on October 20, 2020).</u>
4.10	<u>Form of Warrant Agency Agreement (incorporated by reference to Exhibit 4.4 to the Company's Amended Registration Statement on Form S-1/A (File No. 333-232557) filed with the Commission on October 20, 2020).</u>
4.11	<u>Form LSBW Warrant (incorporated by reference to Exhibit 4.6 to the Company's Amended Registration Statement on Form S-1/A (File No. 333-232557) filed with the Commission on December 21, 2020).</u>
4.12	<u>Form of Representative Warrant (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on March 10, 2023).</u>
4.13	<u>Form of Warrant (Series D) (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on December 22, 2022).</u>
4.14	<u>Form of Placement Agent Warrant (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Commission on December 22, 2022).</u>
4.15	<u>Form of Warrant (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Commission on March 10, 2023).</u>

- 4.16 [Form of Series E Warrant \(incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on October 4, 2023\).](#)
- 4.17 [Form of Series F Warrant \(incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Commission on October 4, 2023\).](#)
- 4.18 [Form of Representative Warrant \(incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the Commission on October 4, 2023\).](#)
- 4.19 [Warrant Agency Agreement, dated as of October 4, 2023, between Intelligent Bio Solutions Inc. and Continental Stock Transfer & Trust Company \(incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed with the Commission on October 4, 2023\).](#)
- 4.20 [Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 \(incorporated by reference to Exhibit 4.13 to the Registrant's Annual Report on Form 10-K filed with the Commission on August 23, 2023\).](#)
- 4.21 [Intelligent Bio Solutions Inc. 2019 Long Term Incentive Plan \(as amended December 13, 2023\) \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on December 14, 2023\).](#)
- 5.1* [Opinion of ArentFox Schiff LLP](#)
- 23.1* [Consent of UHY LLP](#)
- 23.2* [Consent of BDO Audit Pty Ltd.](#)
- 23.3* [Consent of ArentFox Schiff LLP \(contained in the Opinion filed as Exhibit 5\).](#)
- 24.1* [Powers of Attorney \(contained on the signature pages hereto\).](#)
- 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 of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(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 Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) 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.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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 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 Sydney, Australia, on January 12, 2024.

INTELLIGENT BIO SOLUTIONS INC.
(Registrant)

By: /s/ Harry Simeonidis

Harry Simeonidis
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Stephen Boyages and Harry Simeonidis or either one of them, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any pre-effective or post-effective amendments to this Registration Statement that any of such attorneys shall deem necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission with respect thereto, in connection with this Registration Statement, which amendments may make such changes in such Registration Statement as any of the above-named attorneys deems appropriate, and to comply with the undertakings of the Registrant made in connection with this Registration Statement; and each of the undersigned hereby ratifies all that any of said attorneys shall do or cause to be done by virtue thereof.

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/ Harry Simeonidis</u> Harry Simeonidis	President and Chief Executive Officer (Principal Executive Officer)	January 12, 2024
<u>/s/ Spiro Sakiris</u> Spiro Sakiris	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 12, 2024
<u>/s/ Stephen Boyages</u> Stephen Boyages	Chairman, Director	January 12, 2024
<u>/s/ Lawrence Fisher</u> Lawrence Fisher	Director	January 12, 2024
<u>/s/ Jonathan Hurd</u> Jonathan Hurd	Director	January 12, 2024
<u>/s/ Jason Isenberg</u> Jason Isenberg	Director	January 12, 2024
<u>/s/ Christopher Towers</u> Christopher Towers	Director	January 12, 2024

January 12, 2024

Intelligent Bio Solutions Inc.
142 West, 57th Street, 11th Floor
New York, NY 10019

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Intelligent Bio Solutions Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 (the "Act"), registering a total of 1,475,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), issuable pursuant to the Intelligent Bio Solutions Inc. 2019 Long Term Incentive Plan, as amended (the "Plan").

In rendering this opinion, we have examined: (i) the Plan; (ii) the Amended and Restated Certificate of Incorporation and Amended and Restated By-laws of the Company, each as amended to date; (iii) the Registration Statement; and (iv) such statutory provisions, certificates and other documents as we have deemed appropriate or necessary as a basis for the opinions hereinafter expressed. We have also examined such other documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents.

Based upon the foregoing and in reliance thereon, it is our opinion that, as of the date hereof, the Shares to be issued under the Plan have been duly authorized by all necessary corporate action of the Company, and, upon the issuance and delivery of, and payment for, the Shares in the manner contemplated by the Plan and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Shares pursuant to the terms of the Plan, including, without limitation, collection of required payment for the Shares, if applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited to the Federal law of the United States and the General Corporation Law of the State of Delaware, and we express no opinion as to the laws of any other jurisdiction. This opinion is rendered pursuant to Item 601(b)(5)(i) of Regulation S-K under the Act. The opinions expressed in this opinion letter are as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date. The opinions herein are limited to the matters expressly set forth in this opinion letter, and no opinion or representation is given or may be inferred beyond the opinions expressly set forth in this opinion letter.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ ArentFox Schiff LLP



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Intelligent Bio Solutions Inc. (the "Company") on Form S-8 of our report dated August 23, 2023, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the consolidated financial statements of the Company as of and for the year ended June 30, 2023 appearing in the Annual Report on Form 10-K of Intelligent Bio Solutions Inc. for the year ended June 30, 2023.

UHY LLP

Melville, NY
January 12, 2024

An Independent Member of Urbach Hacker Young International

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Intelligent Bio Solutions Inc.
New York, New York

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Intelligent Bio Solutions Inc. (f/k/a GBS Inc.) of our report dated September 21, 2022, except for the effects of the reverse stock split discussed in Note 3 and effects of the change in the segments discussed in Note 4, as to which the date is August 23, 2023, relating to the consolidated financial statements for the year ended June 30, 2022 appearing in the Company's Annual Report on Form 10-K for the year ended June 30, 2023. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO Audit Pty Ltd

Sydney, Australia

January 12, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Intelligent Bio 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Other ⁽²⁾	1,475,000	\$ 0.3105(2)	\$ 457,987.50(2)	\$ 0.00014760	\$ 67.60
	Total Offering Amounts				\$ 457,987.50		\$ 67.60
	Total Fee Offsets						\$ 0.00
	Net Fee Due						\$ 67.60

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Intelligent Bio Solutions Inc. 2019 Stock Incentive Plan, by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock.
- (2) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee, based on the average of the \$0.321 (high) and \$0.300 (low) sales prices of the Registrant's common stock as reported on The Nasdaq Capital Market on January 11, 2024, which date is within five business days prior to the date of filing of this Registration Statement.