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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

C-BOND SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Colorado

(State or other jurisdiction of
incorporation or organization)

26-1315585

(I.R.S Employer
Identification No.)

6035 South Loop East, Houston, TX 77033

(Address of Principal Executive Offices)

77033

(Zip Code)

C-Bond Systems, Inc. 2018 Long-Term Incentive Plan
(Full title of the plan)

Scott R. Silverman
Chairman and Chief Executive Officer
6035 South Loop East
Houston, Texas 77033
Telephone: 832-649-5658

Copies to:

Brian P. Fenske
Norton Rose Fulbright US LLP
Fulbright Tower
1301 McKinney, Suite 5100
Houston, Texas 77010
Telephone: (713) 651-5557
Facsimile: (713) 651-5246

(Name, address, and telephone number, including area code, of agent for service)

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$0.001 par value per share	25,000,000 shares (2)	\$ 0.10	\$ 2,500,000	\$ 324.50

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") also covers an additional indeterminable number of shares of C-Bond Systems, Inc.'s common stock, par value \$0.001 per share (the "Common Stock"), issuable under the C-Bond Systems, Inc. 2018 Long-Term Incentive Plan (the "Plan"), as may be necessary to adjust the number of shares being offered or issued pursuant to the Plan as a result of stock splits, stock dividends or similar transactions.
 - (2) Represents 25,000,000 additional shares of Common Stock reserved for future issuance under the Plan.
 - (3) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act, based upon the average of the bid and asked price of Common Stock on January 8, 2020, as reported on the OTC Pink marketplace, of \$0.10.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by C-Bond Systems, Inc. (the "Company") to register an additional 25,000,000 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") that may be issued under the C-Bond Systems, Inc. 2018 Long-Term Incentive Plan (the "Plan"). These shares are in addition to the 25,000,000 shares of Common Stock, that may be issued under the Plan pursuant to the Company's Registration Statement on Form S-8 (File No. 333- 227522) filed with the Securities and Exchange Commission (the "Commission") on September 25, 2018 (the "Prior Registration Statement"). Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement, except to the extent supplemented, amended and superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's SB-2 Registration Statement filed with SEC on January 2, 2008, File No. 333-148440).
4.2	First Amendment to Articles of Incorporation (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed with SEC on August 11, 2014, File No. 000-53029).
4.3	Second Amendment to Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K, filed with the SEC on July 20, 2018, File No.000-53029).
4.4	Certificate of Designations of Preferences, Rights and Limitations of Series A Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on October 21, 2019, File No.000-53029).
4.5	Certificate of Designations of Preferences, Rights and Limitations of Series B Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on December 13, 2019, File No.000-53029).
4.6	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the SEC on June 8, 2018, File. No. 000-53029).
5.1*	Opinion of Norton Rose Fulbright US LLP regarding legality of securities being registered
23.1*	Consent of Salberg & Company, P.A., independent registered public accounting firm
23.3*	Consent of Norton Rose Fulbright US LLP (contained in Exhibit 5.1)
24.1*	Power of Attorney (included as part of signature page to this Registration Statement)
99.1	C-Bond Systems, Inc. 2018 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8, filed with the SEC on September 25, 2018, File No.333-227522)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on January 9, 2020.

C-BOND SYSTEMS, INC.

By: /s/ Scott R. Silverman
Scott R. Silverman
Chairman of the Board, President and
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of C-Bond Systems, Inc., hereby severally constitute and appoint Scott R. Silverman and Vince Pugliese, and each of them singly (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Scott R. Silverman</u> Scott R. Silverman	Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer)	January 9, 2020
<u>/s/ Vince Pugliese</u> Vince Pugliese	Chief Operating Officer, President, Interim Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	January 9, 2020
<u>/s/ Barry M. Edelstein</u> Barry M. Edelstein	Director	January 9, 2020
<u>/s/ Scott V. Thomsen</u> Scott V. Thomsen	Director	January 9, 2020



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January 9, 2020

C-Bond Systems, Inc.
6035 South Loop East,
Houston, TX 77033

Ladies and Gentlemen:

We have acted as counsel to C-Bond Systems, Inc., a Colorado corporation (the “Company”), in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”), of an additional 25,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share, that are reserved for issuance under the C-Bond Systems, Inc. 2018 Long-Term Incentive Plan (the “Plan”), as described in the Company’s Registration Statement on Form S-8 (as may subsequently be amended, the “Registration Statement”), which was filed with the Securities and Exchange Commission (the “SEC”) on January 9, 2020.

In connection with the foregoing, we have examined the Plan and originals or copies of certain corporate records of the Company, certificates and other communications of public officials, certificates of officers of the Company and such other documents as we have deemed relevant or necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company and on certificates and other communications of public officials. We have assumed that the persons identified to us as officers of the Company are actually serving as such and that any certificates representing the Shares will be properly executed by one or more such persons. We have assumed the effectiveness of the Registration Statement pursuant to the Securities Act. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies thereof, the due authorization, execution and delivery by the parties thereto other than the Company of all documents examined by us, that the Company will receive any required consideration for such Shares and the legal capacity of each individual who signed any of those documents.

Based upon the foregoing, and having due regard for such legal considerations as we deem relevant, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements that accompany the Plan will be validly issued, fully paid and nonassessable.

The opinions expressed herein are limited exclusively to applicable federal laws of the United States of America, and applicable provisions of, respectively, the Colorado Constitution, the Colorado Revised Statutes and reported judicial interpretations of such law, in each case as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm wherever it appears in the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Norton Rose Fulbright US LLP
Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP, Norton Rose Fulbright South Africa (incorporated as Deneys Reitz, Inc.), each of which is a separate legal entity, are members of Norton Rose Fulbright Verein, a Swiss Verein. Details of each entity, with certain regulatory information, are at nortonrosefulbright.com. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients.

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of C-Bond Systems, Inc. of our report dated April 1, 2019 on the consolidated financial statements of C-Bond Systems, Inc. as of December 31, 2018 and 2017 and for each of the two years in the period ended December 31, 2018.

/s/ Salberg & Company, P.A.

SALBERG & COMPANY, P.A.
Boca Raton, Florida
January 9, 2020