

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KVH INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

05-0420589
(I.R.S. employer identification no.)

50 Enterprise Center
Middletown, RI 02842
(Address of principal executive offices)(Zip code)

KVH Industries, Inc. Amended and Restated 2016 Equity and Incentive Plan
(Full title of the plan)

Martin A. Kits van Heyningen
President and Chief Executive Officer
KVH Industries, Inc.
50 Enterprise Center
Middletown, RI 02842
Telephone: (401) 847-3327
(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

Copies to:

John D. Hancock, Esq.
Foley Hoag LLP
Seaport West
155 Seaport Boulevard
Boston, Massachusetts 02210
(617) 832-1000

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.

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	1,800,000 (2)	\$8.06 (3)	\$14,508,000 (3)	\$ 1,883

- (1) Pursuant to Rule 416, this Registration Statement also relates to such indeterminate number of additional shares as may be necessary to satisfy the anti-dilution provisions of the KVH Industries, Inc. Amended and Restated 2016 Equity and Incentive Plan, or the 2016 Plan.
 - (2) Represents shares reserved for issuance pursuant to awards available for grant under the 2016 Plan.
 - (3) The proposed maximum offering price per share of common stock and the proposed maximum aggregate offering price are estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee based on the average of the high and low prices of our common stock as quoted on the Nasdaq Global Select Market on July 30, 2020.
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EXPLANATORY NOTE

This Registration Statement covers an aggregate of 1,800,000 shares of common stock issuable pursuant to our Amended and Restated 2016 Equity and Incentive Plan (the “2016 Plan”). These shares are in addition to the shares of common stock registered pursuant to the Registration Statement on Form S-8, File No. 333-212959, which we filed with the Securities and Exchange Commission on August 5, 2016. The reservation of these 1,800,000 additional shares for issuance pursuant to the 2016 Plan was approved by our board of directors on April 22, 2020 and by our stockholders on June 10, 2020.

The contents of our Registration Statement on [Form S-8, File No. 333-212959](#), are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
<u>4.1</u>	<u>Amended and Restated Certificate of Incorporation of KVH Industries, Inc., as amended (incorporated by reference to Exhibit 3.1 to our quarterly report on Form 10-Q filed with the Commission on August 6, 2010)</u>
<u>4.2</u>	<u>Amended and Restated Bylaws of KVH Industries, Inc. (incorporated by reference to Exhibit 3.2 to our quarterly report on Form 10-Q filed with the Commission on November 1, 2017)</u>
<u>4.3</u>	<u>Specimen certificate for the common stock of KVH Industries, Inc. (incorporated by reference to Exhibit 4.1 to our annual report on Form 10-K filed with the Commission on March 2, 2018)</u>
<u>4.4</u>	<u>KVH Industries, Inc. Amended and Restated 2016 Equity and Incentive Plan (incorporated by reference to Appendix A to our definitive proxy statement on Schedule 14A filed with the Commission on April 29, 2020)</u>
<u>5.1†</u>	<u>Opinion of Foley Hoag LLP</u>
<u>23.1†</u>	<u>Consent of Grant Thornton LLP</u>
<u>23.3†</u>	<u>Consent of Foley Hoag LLP (included in Exhibit 5.1)</u>
<u>24.1†</u>	<u>Power of Attorney (included on signature page of this Registration Statement)</u>

† Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Middletown, State of Rhode Island, on August 4, 2020.

KVH INDUSTRIES, INC.

By: /s/ Donald W. Reilly
Donald W. Reilly
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Martin A. Kits van Heyningen, Donald W. Reilly and Felise Feingold as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, 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 all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Martin A. Kits van Heyningen</u> Martin A. Kits van Heyningen	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 4, 2020
<u>/s/ Donald W. Reilly</u> Donald W. Reilly	Chief Financial Officer (Principal Financial Officer)	August 4, 2020
<u>/s/ Jennifer L. Baker</u> Jennifer L. Baker	Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 4, 2020
<u>/s/ Mark S. Ain</u> Mark S. Ain	Director	August 4, 2020
<u>/s/ Danelle M. Barrett</u> Danelle M. Barrett	Director	August 4, 2020
<u>/s/ James S. Dodez</u> James S. Dodez	Director	August 4, 2020
<u>/s/ Stanley K. Honey</u> Stanley K. Honey	Director	August 4, 2020
<u>/s/ Robert E. Tavares</u> Robert E. Tavares	Director	August 4, 2020
<u>/s/ Charles R. Trimble</u> Charles R. Trimble	Director	August 4, 2020



Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

617 832 1000 *main*
617 832 7000 *fax*

August 4, 2020

KVH Industries, Inc.
50 Enterprise Center
Middletown, RI 02842

Ladies and Gentlemen:

We are familiar with the Registration Statement on Form S-8 (the “**Registration Statement**”) being filed by KVH Industries, 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**”), on the date hereof. The Registration Statement relates to the offer and sale by the Company of up to 1,800,000 shares (the “**Shares**”) of its common stock, par value \$0.01 per share (“**Common Stock**”), issuable under the Company’s Amended and Restated 2016 Equity and Incentive Plan (the “**2016 Plan**”).

In arriving at the opinions expressed below, we have examined and relied upon the Certificate of Incorporation and By-Laws of the Company, the records of meetings and consents of the Company’s Board of Directors and of its stockholders, and the 2016 Plan, each as provided to us by the Company. In addition, we have examined and relied on the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other documents and certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

We have assumed that the purchase price or other consideration to be received by the Company for the Shares will be valid consideration equal to or in excess of the par value thereof.

ATTORNEYS AT LAW

BOSTON | NEW YORK | PARIS | WASHINGTON | FOLEYHOAG.COM

In rendering the opinions expressed below, we express no opinion other than as to the federal laws of the United States and the Delaware General Corporation Law.

On the basis of the foregoing, it is our opinion that the Shares, when issued and delivered in accordance with the applicable terms of the 2016 Plan and the awards thereunder against the Company's receipt of the purchase price or other consideration therefor, will be validly issued, fully paid and non-assessable.

This opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

This opinion is being delivered solely for the benefit of the Company and such other persons as are entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion may not be used, quoted, relied upon or referred to for any other purpose, nor may it be used, quoted, relied upon or referred to by any other person, for any purpose, without our prior written consent.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not 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 Commission promulgated thereunder.

This opinion shall be interpreted in accordance with the Core Opinion Principles jointly issued by the Committee on Legal Opinions of the American Bar Association's Section of Business Law and the Working Group on Legal Opinions Foundation, as published in 74 Business Lawyer 815 (2019).

Very truly yours,

FOLEY HOAG LLP

By: /s/ John D. Hancock
a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 28, 2020, with respect to the consolidated financial statements and internal control over financial reporting of KVH Industries, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2019, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ Grant Thornton LLP

Boston, Massachusetts
August 4, 2020
