

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

KORU Medical Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-3044880

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

**100 Corporate Drive
Mahwah, NJ**

(Address of Principal Executive Offices)

07430

(Zip Code)

**Individual Non-Qualified Stock Option Award (time-based)
Individual Non-Qualified Stock Option Award (performance-based)**

(Full Title of the Plans)

Copies of all correspondence to:

**Heather R. Badami, Esq.
Royer Cooper Cohen Braunfeld LLC
Two Logan Square
100 N. 18th Street, Suite 710
Philadelphia, PA 19103**

(Name and address of agent for service)

(215) 839-1000

(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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to an individual Non-Qualified Stock Option Award (time-based) and Non-Qualified Stock Option Award (performance-based), the Registrant granted options covering 200,000 and 200,000 shares of Common Stock, respectively, on November 15, 2023, each subject to vesting, to Kenneth Miller as a material inducement to Mr. Miller's acceptance of employment as the Chief Commercial Officer of the Registrant. This Registration Statement registers the Common Stock issuable upon exercise of such options. The inclusion of such shares herein does not necessarily represent a present intention of Mr. Miller to sell any or all such shares of Common Stock.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by the rules of the Securities and Exchange Commission (the "Commission"), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participant as required by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein:

- The Registrant's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Commission on March 12, 2025;
- All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above;
- The description of the Registrant's common stock set forth in our Form 8-A/A filed with the Commission on May 17, 2023.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. 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.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such earlier 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.

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Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Our certificate of incorporation includes a provision that eliminates the personal liability of directors for monetary damages for any breach of fiduciary duty as a director, except where such liability is imposed under the Delaware General Corporation Law (the "DGCL"). The DGCL provides that a corporation may indemnify an individual made a party to a proceeding because he is or was a director against liability incurred in the proceeding unless (i) the act or omission was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty; (ii) the director actually received an improper personal benefit; or (iii) in the case of any criminal proceeding, the director had reasonable cause to believe the act or omission was unlawful, provided however, that if the proceeding was by or in the right of the corporation, no indemnification may be made if the director is adjudged liable to the corporation. The Board of Directors of the Registrant (the "Board") may also indemnify an employee or agent of the corporation who was or is a party to any proceeding by reason of the fact that he is or was an employee or agent of the corporation.

Our certificate of incorporation and bylaws provide that, to the maximum extent permitted by Delaware law and the federal securities laws, we must indemnify and, upon request advance, expenses to a director or officer made, or threatened to be made, a party to any action or proceeding (other than a shareholder derivative action) by reason of such person being a director or officer, if such director or officer acted in good faith for a purpose which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful. Indemnification would cover reasonable expenses, including attorneys' fees, judgments, fines, amounts paid in settlement.

The limitation of liability, indemnification and advancement provisions in our certificate of incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act, may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been advised that in the opinion of the SEC, 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.

Item 7. Exemption for Registration Claimed.

Not applicable.

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Item 8. Exhibits.

Exhibit Number	Description
3.1	Certificate of Incorporation of the Registrant effective May 16, 2023 (incorporated by reference to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on May 17, 2023).
3.2	By-laws of the Registrant dated May 16, 2023 (incorporated by reference to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on May 17, 2023).
4.1	Description of Registrant's Securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to the Registrant's Form 8-A/A filed with the Commission on May 17, 2023).
5.1	Opinion of Royer Cooper Cohen Braunfeld LLC (filed herewith)
23.1	Consent of Cherry Bekaert LLP, Independent Registered Public Accounting Firm (filed herewith)
23.2	Consent of MMQ & Associates, P.C., Independent Registered Public Accounting Firm (filed herewith)
23.3	Consent of Royer Cooper Cohen Braunfeld LLC (included in Exhibit 5.1)
24.1	Power of Attorney (included in signature page)
99.1	Form of Non-Qualified Stock Option Agreement (time-based vesting) (incorporated by reference to the Registrant's Form 8-K filed with the SEC on November 8, 2023).
99.2	Form of Non-Qualified Stock Option Agreement (performance-based vesting) (incorporated by reference to the Registrant's Form 8-K filed with the SEC on November 8, 2023).
107	Filing Fee Table (filed herewith)

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(a)(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 this 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 this 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 percent 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 this registration statement or any material change to such information in this 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 Exchange Act that are incorporated by reference in this registration statement.

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(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.

(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 Exchange Act (and, where applicable,

each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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 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.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mahwah, State of New Jersey, on March 11, 2025.

KORU Medical Systems, Inc.

By: /s/ Linda Tharby
Name: Linda Tharby
Title: Chief Executive Officer

We, the undersigned officers and directors of KORU Medical Systems, Inc., hereby severally constitute and appoint Linda Tharby and Thomas Adams, and each of them singly, our true and lawful attorneys with full power to either of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable KORU Medical Systems, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Linda Tharby</u> Linda Tharby	Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2025
<u>/s/ Thomas Adams</u> Thomas Adams	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 11, 2025
<u>/s/ R. John Fletcher</u> R. John Fletcher	Chairman of the Board	March 11, 2025
<u>/s/ Robert Cascella</u> Robert A. Cascella	Director	March 11, 2025
<u>/s/ Donna French</u> Donna French	Director	March 11, 2025
<u>/s/ Joseph M. Manko, Jr.</u> Joseph M. Manko, Jr.	Director	March 11, 2025
<u>Shar Matin</u> Shahriar (Shar) Matin	Director	March 11, 2025
<u>Edward Wholihan</u> Edward Wholihan	Director	March 11, 2025

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March 12, 2025

KORU Medical Systems, Inc.
100 Corporate Drive
Mahwah, NJ 07430

Re: Registration Statement on Form S-8


Ladies and Gentlemen:

We have acted as counsel to KORU Medical Systems, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act").

The Registration Statement relates to the offer and sale of 400,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), issuable pursuant to two Nonqualified Stock Option Awards dated as of November 15, 2023 between the Company and Kenneth Miller (the "Option Awards"). In this opinion, we refer to the shares of Common Stock described above as the "Shares".

In connection with this opinion, we have examined instruments, documents, certificates and records which we have deemed relevant and necessary for the basis of our opinion hereinafter expressed including (1) the Registration Statement, including the exhibits thereto, (2) the Company's Certificate of Incorporation (the "Certificate"), (3) the Company's By-laws (the "Bylaws"), (4) certain resolutions of the Board of Directors of the Company, and (5) such other documents, corporate records, and instruments as we have deemed necessary for purposes of rendering the opinions set forth herein. In such examination, we have assumed (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; (c) the truth, accuracy, and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed; (d) the persons executing the documents examined by us have the legal capacity to execute such documents; (e) the Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective under the Act; and (f) the Shares will be issued and sold in compliance with applicable Federal and state securities laws and in the manner stated in the Registration Statement.

Based on such examination, we are of the opinion that the Shares have been duly authorized by the Company and, when issued by the Company and delivered to Mr. Miller in accordance with the provisions of the Option Awards, will be validly issued, fully paid and non-assessable.

 Royer Cooper
Cohen Braunfeld LLC

KORU Medical Systems, Inc.
March 12, 2025
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We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and to the use of this firm's name under the caption "Legal Matters" in the Registration Statement. In giving the foregoing consent, we do not hereby 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.

We express no opinion as to the laws of any jurisdiction other than the State of Delaware.

Very truly yours,



Consent of Independent Registered Public Accounting Firm

KORU Medical Systems, Inc.
Mahwah, NJ

We consent to the incorporation by reference in this Registration Statement on Form S-8 of KORU Medical Systems, Inc. of our report dated March 12, 2025, appearing in the Annual Report on Form 10-K of KORU Medical Systems, Inc. as of and for the year ended December 31, 2024, filed March 12, 2025 with the U.S. Securities and Exchange Commission.

Cherry Bekaert LLP

Tampa, Florida
March 12, 2025

cbh.com



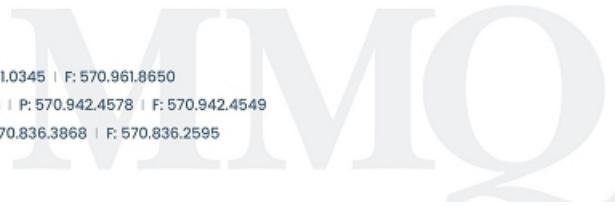
Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated March 13, 2024, relating to the financial statements of KORU Medical Systems, Inc., appearing in the Annual Report on Form 10-K of KORU Medical Systems, Inc. for the fiscal year ended December 31, 2024.

/s/ MMQ & Associates, P.C.

Scranton, Pennsylvania
March 12, 2025

- 1173 Clay Avenue, Scranton, PA 18510 | P: 570.961.0345 | F: 570.961.8650
- 277 Main Street, PO Box 327, Nicholson, PA 18446 | P: 570.942.4578 | F: 570.942.4549
- 83 E. Tioga Street, Tunkhannock, PA 18657 | P: 570.836.3868 | F: 570.836.2595



Calculation of Filing Fee Tables

FORM S-8
(Form Type)

KORU Medical Systems, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Rule 457(h)	400,000	\$ 3.11	\$ 1,244,000	.00015310	\$ 190.46
Total Offering Amounts					\$ 1,244,000		\$ 190.46
Total Fee Offsets							
Net Fee Due							<u>\$ 190.46</u>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall be deemed to cover any additional shares of common stock, par value \$0.01 per share (the "Common Stock") of the Registrant that may be issued pursuant to the individual inducement Non-Qualified Stock Option Award (time-based) and Non-Qualified Stock Option Award (performance-based) to prevent dilution from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the NASDAQ Capital Market tier of the NASDAQ Stock Market on March 10, 2025.