

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

**FORM S-1**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**SINTX Technologies, Inc.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

3841  
(Primary Standard Industrial  
Classification Code Number)

84-1375299  
(I.R.S. Employer  
Identification Number)

1885 West 2100 South  
Salt Lake City, UT, 84119  
(801) 839-3500  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

B. Sonny Bal, MD  
President and Chief Executive Officer  
SINTX Technologies, Inc.  
1885 West 2100 South  
Salt Lake City, UT, 84119  
(801) 839-3500  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*

David F. Marx  
Daniel P. Lyman  
Dorsey & Whitney LLP  
111 South Main Street, Suite 2100  
Salt Lake City, Utah 84111

Barry L. Grossman  
Sarah E. Williams  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas, 11th Floor  
New York, NY 10105

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-234438

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 checked="" 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**

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Units consisting of shares of Series C Convertible Preferred Stock, par value \$0.01 per share, and warrants to purchase shares of Common Stock, par value \$0.01 per share	\$ 1,540,000	\$ 199.90
Series C Convertible Preferred Stock included as part of the Units	Included with Units above	-
Warrants to purchase shares of Common Stock included as part of the Units (3)	Included with Units above	-
Common stock issuable upon conversion of the Series C Convertible Preferred Stock (4)(5)	-	-
Common Stock issuable upon exercise of the Warrants (5)	\$ 1,559,250	\$ 202.40
<b>Total</b>	<u>\$ 3,099,250</u>	<u>\$ 402.30(5)</u>

- (1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Act").
- (2) Pursuant to Rule 457(g) of the Act, no separate registration fee is required for the warrants because the warrants are being registered in the same registration statement as the Common Stock of the Registrant issuable upon exercise of the warrants.
- (3) Pursuant to Rule 457(i) of the Act, no separate registration fee is required for the common stock issuable upon conversion of the Series C Convertible Preferred Stock because no additional consideration will be received in connection with the exercise of the conversion privilege.
- (4) In addition to the shares of Common Stock set forth in this table, pursuant to Rule 416 under the Act, this registration statement also registers such indeterminate number of shares of Common Stock as may become issuable upon exercise of these securities as the same may be adjusted as a result of stock splits, stock dividends, recapitalizations or other similar transactions.
- (5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$16,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-234438) (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on January 17, 2020 and paid a fee of \$2,076.80. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is hereby registered.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

#### **EXPLANATORY NOTE**

This 462(b) Registration Statement relates to our distribution to holders of our common stock, Series B Preferred Stock, and certain outstanding warrants (which we refer to as the Participating Warrants), at no charge, non-transferable subscription rights to purchase units, contemplated by the Registration Statement on Form S-1 (File No. 333-234438), as amended, which was initially filed with the Securities and Exchange Commission (the "SEC") on November 1, 2019, and which, as amended, was declared effective by the SEC on January 17, 2020 (the "Prior Registration Statement"). This Registration Statement on Form S-1 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purposes of registering additional securities of the same class as were included in the Prior Registration Statement, representing an increase in the maximum aggregate offering price by \$3,099,250. The contents of the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

#### **CERTIFICATION**

The Company hereby certifies to the SEC that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the SEC's account at U.S. Bank as soon as practicable (but no later than the close of business as of February 3, 2020), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than February 3, 2020.

---

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-234438) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed with this Report</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
5.1	<a href="#">Opinion of Dorsey &amp; Whitney LLP</a>	X			
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm, Tanner LLC</a>	X			
23.2	<a href="#">Consent of Dorsey &amp; Whitney LLP (included in Exhibit 5.1)</a>	X			
24.1	<a href="#">Power of Attorney</a>		Form S-1	11/1/2019	333-234438

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Salt Lake City, Utah on February 3, 2020.

SINTX TECHNOLOGIES, INC.

By: /s/ B. Sonny Bal  
B. Sonny Bal, M.D.  
Chief Executive Officer and President

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 dates indicated:

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ B. Sonny Bal</u> B. Sonny Bal, M.D.	Chief Executive Officer and Director (Principal Executive Officer and Principal Financial Officer)	February 3, 2020
<u>*</u> David W. Truetzel	Director	February 3, 2020
<u>*</u> Jeffrey S. White	Director	February 3, 2020
<u>*</u> Eric A. Stookey	Director	February 3, 2020
<u>* By: /s/ B. Sonny Bal</u> B. Sonny Bal, M.D. Attorney-in-Fact		

---

February 3, 2020

SINTX Technologies, Inc.  
1885 West 2100 South  
Salt Lake City, UT 84119

Re: Registration Statement on Form S-1 (File No. 333-234438)

Ladies and Gentlemen:

We have acted as counsel to SINTX Technologies, Inc., a Delaware corporation (the "Company"), in connection with (i) a Registration Statement on Form S-1 (the "Initial Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of (a) 8,000 non-transferable subscription rights (the "Rights") to be distributed by the Company without consideration in connection with a rights offering (the "Rights Offering") to holders of record of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), the Company's Series B Preferred Stock and certain warrants to purchase shares of Common Stock, and (b) 8,000 units at a price of \$1,000 per Unit and (ii) a second Registration Statement on Form S-1 (the "Rule 462(b) Registration Statement" and together with the Initial Registration Statement, the "Registration Statement") filed by the Company with the Commission pursuant to Rule 462(b) under the Securities Act relating to the offer and sale by the Company of 1,540 units at a price of \$1,000 per unit (the "Units"), with each Unit consisting of (A) one share of the Company's Series C Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), with each share of Preferred Stock convertible into 675 shares of Common Stock (the "Conversion Shares") and (B) 675 warrants, (the "Warrants"), with each Warrant to purchase one share of Common Stock (the shares of Common Stock issuable upon exercise of the Warrants, the "Warrant Shares").

We have examined such documents and have reviewed such questions of law as we have considered necessary or appropriate for the purposes of our opinions set forth below. In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons. As to questions of fact material to our opinions, we have relied upon certificates or comparable documents of officers and other representatives of the Company and of public officials.

Based on the foregoing, we are of the opinion that:

1. The Units, when issued, delivered and paid for as described in the Registration Statement, will be validly issued, fully paid and non-assessable.
  2. The Warrants, when duly executed by the Company and duly delivered to the purchasers thereof against payment therefor as described in the Registration Statement, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
  3. The Warrant Shares have been duly authorized and if, as, and when the Warrant Shares are issued and delivered by the Company upon exercise of the Warrants in accordance with the terms thereof, including, without limitation, the payment in full of applicable consideration, the Warrant Shares will be validly issued, fully paid and non-assessable.
  4. The shares of Preferred Stock, when issued, delivered and paid for as described in the Registration Statement, will be validly issued, fully paid and non-assessable.
  5. The Conversion Shares have been duly authorized and, upon issuance and delivery as described in accordance with the Certificate of Designation of the Series C Convertible Preferred Stock to be filed in connection with the offering contemplated by the Registration Statement and the Company's Restated Certificate of Incorporation, will be validly issued, fully paid and non-assessable.
- (a) Our opinions set forth in paragraph 2 above are subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar law relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws).
-

- (b) Our opinions set forth in paragraph 2 above are subject to the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding in equity or at law.
- (c) Our opinions set forth in paragraph 2 above are subject to limitations regarding the availability of indemnification and contribution where such indemnification or contribution may be limited by applicable law or the application of principles of public policy.
- (d) We express no opinion as to the enforceability of (i) provisions that relate to choice of law, forum selection or submission to jurisdiction (including, without limitation, any express or implied waiver of any objection to venue in any court or of any objection that a court is an inconvenient forum) to the extent that the validity, binding effect or enforceability of any such provision is to be determined by any court other than a state court of the State of New York, (ii) waivers by the Company of any statutory or constitutional rights or remedies, (iii) terms which excuse any person or entity from liability for, or require the Company to indemnify such person or entity against, such person's or entity's negligence or willful misconduct or (iv) obligations to pay any prepayment premium, default interest rate, early termination fee or other form of liquidated damages, if the payment of such premium, interest rate, fee or damages may be construed as unreasonable in relation to actual damages or disproportionate to actual damages suffered as a result of such prepayment, default or termination.
- (e) We draw your attention to the fact that, under certain circumstances, the enforceability of terms to the effect that provisions may not be waived or modified except in writing may be limited.

Our opinions expressed above are limited to the laws of the State of New York and the Delaware General Corporation Law.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and to the reference to our firm under the heading "Legal Matters" in the prospectus constituting part of the Registration Statement. In giving this 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 thereunder.

Very truly yours,

*/s/ Dorsey & Whitney LLP*

---

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

SINTX Technologies, Inc. (previously known as Amedica Corporation)  
Salt Lake City, Utah

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 8, 2019, relating to the consolidated financial statements of SINTX Technologies, Inc., and subsidiaries (collectively, the Company), appearing in the Annual Report on Form 10-K of the Company as of December 31, 2018 and for the year then ended. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

*/s/ TANNER LLC*

---

Salt Lake City, UT  
February 3, 2020

---