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

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**Form S-8**  
**Registration Statement**  
*Under*  
*The Securities Act of 1933*

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**emcore**

**EMCORE Corporation**

(Exact name of the registrant as specified in its charter)

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**New Jersey**  
(State or other jurisdiction of  
incorporation or organization)

**EMCORE Corporation 2019 Equity Incentive Plan**  
(Full titles of plans)

**27-2746503**  
(I.R.S. Employer  
Identification No.)

**2015 W. Chestnut Street**  
**Alhambra, CA**  
(Address of principal executive  
offices)

**Thomas P. Minichiello**  
**Chief Financial Officer**  
**EMCORE Corporation**  
**2015 W. Chestnut Street**  
**Alhambra, California 91803**  
(Name and address agent for service)  
**(626) 293-3400**  
(Telephone number, including area code, of agent for service)

**91803**  
(Zip Code)

*Copies to:*

**James J. Masetti**  
**Julie Park**  
Pillsbury Winthrop Shaw Pittman LLP  
2550 Hanover Street  
Palo Alto, CA 94304  
(650) 233-4500

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  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.

**The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.**

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## PART I

### INFORMATION REQUIRED IN THE PROSPECTUS

#### General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which certain Registration Statements on Form S-8 relating to the same employee benefit plan are effective. The Registrant's Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") (File Nos. 333-230709 and 333-261493), excluding reports that the Registrant filed with the Commission that were incorporated into the Form S-8 Registration Statements in order to maintain current information about the Registrant, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

## 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 are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended September 30, 2021;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended [December 31, 2021](#) and [March 31, 2022](#);
- (c) The Registrant's Current Reports on Form 8-K filed on [November 2, 2021](#), [February 15, 2022](#), [March 17, 2022](#) and [May 2, 2022](#); and
- (d) The description of the Registrant's common stock set forth in [Exhibit 4.2](#) of the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2021, together with any amendment or report filed with the Commission for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

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**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">5.1</a>	<a href="#">Opinion of Connell Foley LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of KPMG LLP.</a>
<a href="#">23.2</a>	<a href="#">Consent of Connell Foley LLP (included in Exhibit 5.1 filed herewith).</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (contained on the signature page hereto).</a>
<a href="#">99.1</a>	<a href="#">Amended and Restated EMCORE Corporation 2019 Equity Incentive Plan, as amended and restated on November 29, 2021 (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K filed on December 3, 2021).</a>
<a href="#">99.2</a>	<a href="#">Form of Time-Based Restricted Stock Unit Award under the EMCORE Corporation 2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on March 27, 2019).</a>
<a href="#">99.3</a>	<a href="#">Form of Time-Based Restricted Stock Unit Award (for directors) under the Amended and Restated EMCORE Corporation 2019 Equity Incentive Plan (as of March 2021) (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 7, 2021).</a>
<a href="#">99.4</a>	<a href="#">Form of Performance-Based Restricted Stock Unit Award (for executive officers and non-executive employees) under the Amended and Restated EMCORE Corporation 2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 5, 2022).</a>
<a href="#">107</a>	<a href="#">Filing Fee Table.</a>

**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;

(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; and

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(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) of this Section shall 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 the registration statement.

(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 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 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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Connell Foley LLP  
56 Livingston Avenue  
Roseland, NJ 07068  
P 973.535.0500 F 973.535.9217

May 6, 2022

EMCORE Corporation  
2015 W. Chestnut Street  
Alhambra, California 91803

**Re: Registration of Securities of EMCORE Corporation**

Ladies and Gentlemen:

In connection with the registration of up to 1,900,000 shares of Common Stock of EMCORE Corporation, a New Jersey corporation (the "Company"), no par value per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the EMCORE Corporation Amended and Restated 2019 Equity Incentive Plan (as amended, the "Plan"), you have requested our opinion set forth below.

The opinions expressed herein are limited to the New Jersey Business Corporation Act, as currently in effect (the "Act"), applicable provisions of the Constitution of the State of New Jersey, as currently in effect (the "New Jersey Constitution"), and judicial decisions reported as of the date hereof that interpret the Act and such applicable provisions of the New Jersey Constitution (collectively, "New Jersey Law").

In our capacity as special New Jersey corporate counsel for the Company, we have examined originals or copies of those corporate and other records of the Company we considered appropriate.

In making the foregoing examinations, 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 certified or photostatic copies thereof and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions, where such facts have not been independently established, and as to the content and form of certain minutes, records, resolutions or other documents or writings of the Company, we have relied, to the extent we have deemed reasonably appropriate, upon representations or certificates of officers of the Company or governmental officials. Finally, we have assumed that all formalities required by the Company's Certificate of Incorporation, including any amendments thereto, the Company's By-laws, including any amendments thereto, and New Jersey Law will be complied with when the Shares are issued.

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that: (1) the Shares have been duly authorized by all necessary corporate action on the part of the Company; and (2) when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock; or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

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We consent to your filing this opinion as an exhibit to the Form S-8. In giving such consent, we do not thereby concede that our firm is 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. This opinion is given as of the date hereof, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur.

Respectfully Submitted,

*/s/ Connell Foley LLP*  
Connell Foley LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use of our report dated December 3, 2021, with respect to the consolidated financial statements of EMCORE Corporation and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Irvine, California  
May 6, 2022

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## Calculation of Filing Fee Tables

S-8  
(Form Type)

**EMCORE Corporation**  
(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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, no par value per share	457(h), 457(c)	1,900,000	\$ 3.19(2)	\$ 6,061,000	0.0000927	\$ 562
		<b>Total Offering Amounts</b>				\$ 6,061,000		\$ 562
		<b>Total Fee Offsets</b>						—
		<b>Net Fee Due</b>						\$ 562

- (1) Pursuant to Rule 416 of the Securities Act of 1933 (the “Securities Act”), this registration statement also covers any additional securities that may be offered or become issuable under the EMCORE Corporation 2019 Equity Incentive Plan (the “Plan”) in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant’s outstanding shares of common stock.
- (2) Estimated in accordance with Rules 457(h) and 457(c) under the Securities Act, solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Market on May 5, 2022.