

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ENERGIOUS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

46-1318953
(I.R.S. Employer
Identification No.)

3590 North First Street, Suite 210
San Jose, CA 95134
(Address of Principal Executive Offices) (Zip Code)

2013 Equity Incentive Plan
2014 Non-employee Equity Compensation Plan
Non-Plan Inducement Restricted Stock Units
(Full Title of the Plan)

Stephen R. Rizzone
Chief Executive Officer
Energous Corporation
3590 North First Street, Suite 210
San Jose, CA 95134 (Name and Address of Agent For Service)

(408) 963-0200 (Telephone Number, including area code, of agent for service)

Copies to:

Horace Nash, Esq.
Fenwick & West LLP
801 California Street
Mountain View, California 94041
(650) 988-8500

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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, \$ 0.00001 par value per share				
2013 Equity Incentive Plan	2,150,000(2)	\$ 14.37(3)	\$ 30,884,750.00	\$ 3,580.00

2014 Non-Employee Equity Compensation Plan	350,000(4)	14.37(3)	5,027,750.00	583.00
Non-Plan Inducement Restricted Stock Units	118,750(5)	14.37(3)	1,705,843.75	198.00
TOTAL	2,618,750	N/A	\$ 37,618,343.75	\$ 4,361.00

- (1) Pursuant to Rules 416(a) and 416(c) under the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement also covers an indeterminable number of additional shares of common stock, \$0.00001 par value per share (“Common Stock”), of Energeous Corporation (“Registrant”) as may hereafter be issued in the event of stock dividend, stock split, recapitalization or any other similar transaction effected without Registrant’s receipt of consideration.
- (2) Represents additional shares of Common Stock reserved for issuance pursuant to stock options outstanding under the Registrant’s 2013 Equity Incentive Plan (“Plan”) as of the date of this Registration Statement, as approved by Registrant’s stockholders at Registrant’s Annual Meeting of Stockholders on May 19, 2016.
- (3) Estimated solely for the purposes of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act, and based on the average of the high and low sale prices of Registrant’s Common Stock, as quoted on the NASDAQ Global Market (“NASDAQ”), on October 26, 2016.
- (4) Represents additional shares of Common Stock reserved for issuance pursuant to stock options outstanding under the Registrant’s 2014 Non-Employee Equity Compensation Plan (“Plan”) as of the date of this Registration Statement, as approved by Registrant’s stockholders at Registrant’s Annual Meeting of Stockholders on May 19, 2016.
- (5) Represents shares of the Registrant’s common stock issuable upon settlement of a Non-Plan Inducement Restricted Stock Unit award.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.

Information required to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

Item 2. Registrant Information and Employee Plan Annual Information.

Information required to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Commission on March 15, 2016, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) the Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2016, June 30, 2016 and September 30, 2016 filed with the Commission on May 10, 2016, August 9, 2016 and November 9, 2016;
- (c) the Registrant's current reports on Form 8-K filed with the Commission on May 20, 2016 and August 9, 2016;
- (d) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (Registration No. 001-36379) filed with the Commission on March 26, 2014, pursuant to Section 12(b) of the Exchange Act, and including any other amendments or reports filed for the purpose of updating such description; and
- (e) all other reports filed 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.

All reports and definitive proxy or information statements filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act 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 de-registers 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 the filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The following summary is qualified in its entirety by reference to the complete text of any statutes referred to below and the certificate of incorporation of Energeous Corporation, a Delaware corporation.

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") permits a Delaware corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

In the case of an action by or in the right of the corporation, Section 145 of the DGCL permits a Delaware corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL also permits a Delaware corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145 of the DGCL.

Article IX of the Company's Second Amended and Restated Certificate of Incorporation states that the Company's directors shall not be personally liable to the Company or to its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or to its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the Company's directors shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Article X of the Company's Second Amended and Restated Certificate of Incorporation authorizes the Company, to the fullest extent permitted by applicable law, to provide indemnification of (and advancement of expenses to) the Company's directors, officers, employees and agents (and any other persons to which the DGCL permits us to provide indemnification) through bylaw provisions, agreements with such directors, officers, employees, agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by the DGCL, with respect to actions for breach of duty to this corporation, its stockholders, and others.

Article VI of the Company's Amended and Restated Bylaws provides that the Company shall, to the maximum extent and in the manner permitted by the DGCL, indemnify each of the Company's directors and officers against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the Company. The right to indemnification conferred by Article VI is a contract right and includes the right to be paid by the Company the expenses incurred in defending any action or proceeding for which indemnification is required or permitted following authorization thereof by the Board of Directors shall be paid in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that the indemnified party is not entitled to be indemnified as authorized in Article VI. The Company maintains insurance, at its expense, to protect the Company and any of our directors, officers, employees or agents against any such expense, liability or loss, whether or not we have the power to indemnify such person.

As permitted by the DGCL, the Company has entered into indemnification agreements with each of its directors and executive officers that require the Company to indemnify such persons against various actions including, but not limited to, third-party actions where such director or executive officer, by reason of his or her corporate status, is a party or is threatened to be made a party to an action, or by reason of anything done or not done by such director in any such capacity. The Company intends to indemnify directors and executive officers against all costs, judgments, penalties, fines, liabilities, amounts paid in settlement by or on behalf of such directors or executive officers and for any expenses actually and reasonably incurred by such directors or executive officers in connection with such action, if such directors or executive officers acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The Company also intends to advance to its directors and executive officers expenses (including attorney's fees) incurred by such directors and executive officers in advance of the final disposition of any action after the receipt by the Company of a statement or statements from directors or executive officers requesting such payment or payments from time to time, provided that such statement or statements are

accompanied by an undertaking, by or on behalf of such directors or executive officers, to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified against such expenses by the Company.

The indemnification agreements also set forth certain procedures that will apply in the event of a claim for indemnification or advancement of expenses, including, among others, provisions about providing notice to the Company of any action in connection with which a director or executive officer seeks indemnification or advancement of expenses from the Company and provisions concerning the determination of entitlement to indemnification or advancement of expenses.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

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 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 a 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 periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this 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 Securities Exchange Act of 1934 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 or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 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.

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 San Jose, State of California, on November 23, 2016.

ENERGIOUS CORPORATION

By: /s/ Stephen R. Rizzone
Stephen R. Rizzone
Chief Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Energeous Corporation, a Delaware corporation, do hereby constitute and appoint Stephen R. Rizzone and Brian Sereda, or each of them individually, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen R. Rizzone</u> Stephen R. Rizzone	Chief Executive Officer and Director (Principal Executive Officer)	November 23, 2016
<u>/s/ John Gaulding</u> John R. Gaulding	Chairman of the Board	November 23, 2016
<u>/s/ Michael Leabman</u> Michael Leabman	Chief Technology Officer and Director	November 23, 2016
<u>/s/ Brian Sereda</u> Brian Sereda	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 23, 2016
<u>/s/ Martin Cooper</u> Martin Cooper	Director	November 23, 2016
<u>/s/ Robert Griffin</u> Robert Griffin	Director	November 23, 2016
<u>/s/ Rex Jackson</u> Rex S. Jackson	Director	November 23, 2016

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit	Filed Herewith
		Form	File No.	Filing Date		
4.1	Second Amended and Restated Certificate of Incorporation of Energous Corporation	S-1/A	333-193522	3/13/2014	3.1	
4.2	Amended and Restated Bylaws of Energous Corporation	S-1/A	333-193522	3/13/2014	3.2	
4.3	2013 Equity Incentive Plan	S-1	333-193522	1/24/2014	10.16	
4.4	2014 Non-Employee Equity Compensation Plan	S-1/A	333-193522	3/13/2014	10.22	
4.5	Form of Restricted Stock Unit Agreement	10-K	001-36379	3/30/2015	10.21	
4.6	Form of Inducement Restricted Stock Unit Award Agreement	10-K	001-36379	3/30/2015	10.22	
5.1	Opinion of Fenwick & West LLP as to legality of securities being registered					X
23.1	Consent of Fenwick & West LLP (included in Exhibit 5.01)					X
23.2	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included on signature page hereto)					X

November 23, 2016

Exhibit 5.01

Energous Corporation
3590 North First Street, Suite 210
San Jose, CA 95134

Ladies and Gentlemen:

At your request, as counsel to Energous Corporation, a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about November 23, 2016, in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of (i) an aggregate of 2,150,000 shares (the "**EIP Shares**") of the Company's Common Stock, par value \$0.00001 per share ("**Common Stock**") subject to issuance by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the Company's 2013 Equity Incentive Plan, as amended (the "**2013 Plan**"), (ii) an aggregate of 350,000 shares (the "**Non-Employee Shares**") of the Company's Common Stock, par value \$0.00001 per share ("**Common Stock**") subject to issuance by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the Company's 2014 Non-Employee Equity Compensation Plan, as amended (the "**2014 Non-Employee Plan**") and (iii) an aggregate of 118,750 shares of Common Stock (the "**Inducement Shares**") subject to issuance by the Company upon the settlement of non-plan inducement restricted stock units to purchase up to 118,750 shares of Common Stock (the "**Inducement RSUs**") granted pursuant to Notice of Inducement Restricted Stock Units and Inducement Restricted Stock Unit Plan and Agreements (collectively, the "**Inducement RSU Agreements**"). The EIP Shares, the Non-Employee Shares and the Inducement Shares are sometimes collectively referred to in this letter as the "**Shares**." In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following.

- 1) The Second Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on March 13, 2014 and certified by the Delaware Secretary of State on August 12, 2016), as amended by Amendment No. 1 to the Second Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 14, 2014 and certified by the Delaware Secretary of State on August 12, 2016) ("**Certificate**").
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- 2) The Amended and Restated Bylaws of the Company (filed as Exhibit 3.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on March 13, 2014) that the Company has represented to us are true and complete and effective as of the date hereof ("**Bylaws**").
- 3) The Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference.
- 4) The prospectus prepared in connection with the Registration Statement ("**Prospectus**").
- 5) Copies of corporate proceedings of the Company's Board of Directors (the "**Board**") and the Company's stockholders relating to adoption and/or approval of (i) the Certificate, (ii) the Bylaws, (iii) the 2013 Plan, (iv) the 2014 Non-Employee Plan, (v) the Inducement RSUs, (vi) the filing of the Registration Statement and (vii) the reservation by the Company of the Shares for sale and issuance pursuant to the 2013 Plan, 2014 Non-Employee Plan and the Inducement RSUs.
- 6) The stock records that the Company has provided to us (consisting of a list of holders of options, warrants and any other rights to purchase or otherwise acquire shares of the Company's capital stock from the Company, and a list of all shares of capital stock of the Company currently reserved for issuance by the Company prepared by the Company and dated November 17, 2016 verifying the number of such issued and outstanding securities).
- 7) The 2013 Plan and related forms of 2013 Plan agreements for use thereunder, which are incorporated by reference as exhibits to the Company's Registration Statement on Form S-1 filed on January 24, 2014.
- 8) The 2014 Plan which is incorporated by reference as exhibits to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on March 13, 2014.
- 9) The Form of Restricted Stock Unit Agreement and Form of Inducement Restricted Stock Unit Award Agreement, which are incorporated by reference as exhibits to the Company's Form 10-K filed on March 30, 2015.
- 10) The Inducement RSUs.
- 11) A Certificate of Good Standing issued by the Delaware Secretary of State dated November 22, 2016, stating that the Company is in good standing under the laws of the State of Delaware (the "**Certificate of Good Standing**").
- 12) An Opinion Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations, including representations regarding documents listed above (the "**Opinion Certificate**").

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due execution and delivery of all documents where due execution and delivery are prerequisites to the effectiveness thereof. We have also assumed that the certificates representing the Shares have been, or will be when issued, properly signed by authorized officers of the Company or their agents.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Opinion Certificate. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters. In giving our opinion, we have also relied upon a Certificate of Good Standing and representations made to us by the Company, including representations that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than the Delaware General Corporation Law.

Based upon, and subject to, the foregoing, it is our opinion that:

(1) The 2,150,000 EIP Shares that may be issued and sold by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the 2013 Plan, when issued, sold and delivered by the Company against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including payment provisions) of the 2013 Plan and the 2013 Plan Documents entered or to be entered into under the 2013 Plan and in the manner and for the consideration stated in the Registration Statement and the Prospectus and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and nonassessable; and

(2) The 350,000 Non-Employee Shares that may be issued and sold by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the 2014 Plan, when issued, sold and delivered by the Company against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including payment provisions) of the 2014 Plan and the 2014 Plan Documents entered or to be entered into under the 2014 Plan and in the manner and for the consideration stated in the Registration Statement and the Prospectus and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and nonassessable; and

(3) The 118,750 Inducement Shares that may be issued and sold by the Company against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including payment provisions) of the applicable Inducement RSUs and in the manner and for the consideration stated in the Registration Statement and the Prospectus and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. We do not thereby 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. This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion speaks only as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

By: /s/ Fenwick & West LLP



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Energoous Corporation on Form S-8 of our report dated March 15, 2016, with respect to our audits of the financial statements of Energoous Corporation as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013 appearing in the Annual Report on Form 10-K of Energoous Corporation for the year ended December 31, 2015.

/s/ Marcum LLP
Marcum LLP
Melville, NY
November 21, 2016



Marcum LLP ■ 10 Melville Park Road ■ Melville, New York 11747 ■ **Phone** 631.414.4000 ■ **Fax** 631.414.4001 ■ **marcumllp.com**
