

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HyreCar Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation or organization)

47-2480487
(I.R.S. Employer Identification No.)

**915 Wilshire Avenue, Suite #1950
Los Angeles, California 90017
(888) 688-6769**
(Address of principal executive offices, including zip code)

**2018 Equity Incentive Plan
2021 Equity Incentive Plan**
(Full titles of the plans)

**Joseph Furnari
Chief Executive Officer
915 Wilshire Blvd, Suite #1950
Los Angeles, California 90017
(888) 688-6769**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copy to:

**Bryan N. Wasser
Shashi N. Khiani
Polsinelli PC
2049 Century Park East, Suite 2900
Los Angeles, California 90067
(310) 556-1801**

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

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 13(a) of the Exchange Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registration Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission” or the “SEC”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form [10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on March 15, 2022;
- (b) the Registrant’s Quarterly Reports on Form 10-Q filed with the Commission on [May 16, 2022](#) and August 15, 2022;
- (c) the Registrant’s Current Reports on Form 8-K filed with the Commission on [February 2, 2022](#), [May 25, 2022](#), [June 21, 2022](#), [June 24, 2022](#) and [August 2, 2022](#);
- (d) The description of the Registrant’s common stock, which is contained in a Registration Statement on Form [8-A](#) filed with the Commission on June 26, 2018 (File No. 001-38561) under the Exchange Act, including any amendment or report filed for the purpose of updating such description including Exhibit 4.1 filed with the Registrant’s Annual Report on Form [10-K](#) for the year ended December 31, 2019 filed on April 14, 2020; and
- (e) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and 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 herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration 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 Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law (“DGCL”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act of 1933, as amended (the “Securities Act”).

The Registrant's Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") provides that, to the fullest extent permitted by the DGCL, its directors shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director. The Registrant's Amended and Restated Bylaws ("Bylaws") provide that, to the fullest extent permitted by the DGCL, the Registrant will indemnify and hold harmless, and advance expenses to, a director or officer in an action brought by reason of the fact that the director or officer is or was its director or officer, or is or was serving at the Registrant's request as a director or officer of any other entity, against all expenses, liability and loss reasonably incurred or suffered by such person in connection therewith. The Registrant may maintain insurance to protect a director or officer against any expense, liability or loss, whether or not it would have the power to indemnify such person against such expense, liability or loss under DGCL.

The limitation of liability and indemnification provisions in the Certificate of Incorporation and Bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against the Registrant's directors and officers, even though such an action, if successful, might otherwise benefit the Registrant and its stockholders. However, these provisions do not limit or eliminate the Registrant's rights, or those of any stockholder, to seek non-monetary relief such as injunction or rescission in the event of a breach of a director's duty of care. The provisions will not alter the liability of directors under the federal securities laws. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, the Registrant pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. There is currently no pending litigation or proceeding against any of the Registrant's directors, officers or employees for which indemnification is sought.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-225157) filed on May 23, 2018)
4.2	Amended and Restated Bylaws (incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-225157) filed on May 23, 2018)
4.3	Specimen Stock Certificate evidencing the shares of common stock (incorporated by reference to the Registrant's Registration Statement on Form S-1/A (File No. 333-225157) filed on May 23, 2018)
5.1	Opinion of Polsinelli PC
23.1	Consent of dbbmckennon, independent registered public accounting firm
23.2	Consent of Polsinelli PC (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this Form S-8)
99.1	2018 Equity Incentive Plan and forms of award agreements thereunder (incorporated by reference to the Registrant's Registration Statement on Form S-8 (File No. 333-229222))
99.2	2021 Equity Incentive Plan and forms of award agreements (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on August 10, 2021)
107	Fee Table

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 a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(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) 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 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.

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Los Angeles, State of California, on August 15, 2022.

HYRECAR INC.

By: /s/ Joseph Furnari

Joseph Furnari

Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Joseph Furnari, as his or her true and lawful attorney-in-fact and agent, with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ Joseph Furnari</u> Joseph Furnari	Chief Executive Officer and Director (Principal Executive Officer)	August 15, 2022
<u>/s/ Serge De Bock</u> Serge De Bock	Chief Financial Officer (Principal Financial and Accounting Officer)	August 15, 2022
<u>/s/ Grace Mellis</u> Grace Mellis	Director	August 15, 2022
<u>/s/ Michael Root</u> Michael Root	Director	August 15, 2022
<u>/s/ Brooke Skinner Ricketts</u> Brooke Skinner Ricketts	Director	August 15, 2022
<u>/s/ Jayaprakash Vijayan</u> Jayaprakash Vijayan	Director	August 15, 2022



2049 Century Park East, Suite 2900, Los Angeles, CA 90067 • (310) 556-1801

August 15, 2022

Board of Directors
HyreCar Inc.
915 Wilshire Avenue, Suite #1950
Los Angeles, California 90017

Re: HyreCar Inc. -- Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to HyreCar Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the proposed offering of up to an aggregate of 4,265,000 shares of common stock, par value \$0.00001 per share, of the Company (the “**Shares**”), 600,000 of which Shares are issuable pursuant to the Company’s 2018 Equity Incentive Plan (the “**2018 Plan**”) and 3,665,000 of which Shares are issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to the authentic original documents of all documents submitted to us as copies (including electronic copies). We have also assumed that the Company has sufficient authorized but unissued and unreserved shares of common stock (or will validly amend the Company’s Amended and Restated Certificate of Incorporation, as amended, to authorize a sufficient number of shares of common stock for issuance under the 2018 Plan and/or the 2021 Plan prior to the issuance thereof) available for issuance as provided in the Registration Statement. As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based, as to matters of law, solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules, or regulations.

Based upon, subject to, and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the 2018 Plan and/or the 2021 Plan, and (iii) receipt by the Company of the consideration, if any, for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof, the 2018 Plan or the 2021 Plan, respectively, and any underlying award agreements or letters, the Shares will be validly issued, fully paid, and nonassessable.

This opinion has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Securities Act.

Very truly yours,

/s/ Polsinelli PC

POLSINELLI PC

polsinelli.com

Atlanta Boston Chicago Dallas Denver Houston Kansas City Los Angeles Miami Nashville New York Phoenix
St. Louis San Francisco Seattle Silicon Valley Washington, D.C. Wilmington
Polsinelli PC, Polsinelli LLP in California

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 15, 2022, relating to the consolidated financial statements of HyreCar, Inc. for the years ended December 31, 2021 and 2020, included in its Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ dbbmckennon
San Diego, California
August 15, 2022

Calculation of Filing Fee Tables
Form S-8
 (Form Type)
HyreCar Inc.
 (Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward 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, \$0.00001 par value per share, to be issued pursuant to the HyreCar Inc. 2018 Equity Incentive Plan and 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	4,265,000 ⁽²⁾	\$ 0.9035 ⁽³⁾	\$ 3,853,427.50	0.0000927	\$ 357.21
Total Offering Amount/Registration Fee						\$ 3,853,427.50		\$ 357.21
Total Fees Previously Paid								N/A
Total Fee Offsets								N/A
Net Fees Due								\$ 357.21

- Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of common stock, as the case may be, that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock.
- Represents (i) 600,000 additional shares common stock, par value \$0.00001 per share (the “**Common Stock**”) under the 2018 Equity Incentive Plan (the “**2018 Plan**”) pursuant to the provisions of the 2018 Plan which provided for an automatic increase of 300,000 shares of Common Stock on each of January 1, 2021 and January 1, 2022 and (ii) 3,665,000 shares of Common Stock reserved for future issuance under the Registrant’s 2021 Equity Incentive Plan.
- Solely for the purposes of calculating the registration fee and based on the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Capital Market on August 9, 2022, which date is within five business days prior to the filing of this Registration Statement.