

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HyreCar Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

47-2480487

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

**355 South Grand Avenue, Suite 1650
Los Angeles, CA 90071
(888) 688-6769**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Joseph Furnari

Chief Executive Officer

**355 South Grand Avenue, Suite 1650
Los Angeles, CA 90071
(888) 688-6769**

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

Copy to:

Bryan N. Wasser

Polsinelli PC

**2049 Century Park East, Suite 2900
Los Angeles, CA 90067
Telephone: (310) 2035308**

Approximate date of commencement of proposed sale to the public: From time to time, after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-234525

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee⁽²⁾
Common Stock, \$0.00001 par value per share	\$ 4,927,500	\$ 541

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"). HyreCar Inc. previously registered an aggregate principal amount of \$26,885,185 of the Company's securities on the Registration Statement on Form S-3 (Registration No. 333-234525), as amended (the "Related Registration Statement"), and paid a fee of \$3,489.69. As of the date hereof, a balance of \$24,800,000 of such securities remains to be sold under the Related Registration Statement. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$4,927,500 is hereby registered, representing no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

HyreCar Inc. (the “Company”) is filing this registration statement with the Securities and Exchange Commission (the “SEC”) pursuant to Rule 462(b) and General Instruction IV of Form S-3, both promulgated under the Securities Act of 1933, as amended (the “Securities Act”). This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-3 (File No. 333-234525), which was originally filed with the SEC on November 11, 2019 and declared effective on May 7, 2020 (the “Registration Statement”).

The Company is filing this registration statement for the purpose of registering additional securities of the Company with an aggregate offering price not to exceed \$4,927,500. Pursuant to Rule 462(b) of the Securities Act, the information set forth in the Registration Statement, including all exhibits thereto and all information incorporated by reference therein, is incorporated by reference in this registration statement.

The required opinions and consents are listed on the exhibit index and filed with this registration statement.

Exhibit Index

Exhibit Number	Exhibit Description
5.1	Opinion of Polsinelli PC as to the legality of the securities being registered
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 signature pages to the registration statement)

* Included on the signature page of HyreCar Inc.'s Registration Statement on Form S-3 (File No. 333-234525) originally filed November 6, 2019 and incorporated by reference herein.

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-3 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 February 4, 2021.

HYRECAR INC.

By: /s/ Joseph Furnari
Joseph Furnari
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities and on the dates indicated have signed this Registration Statement below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph Furnari</u> Joseph Furnari	Chief Executive Officer <i>(Principal Executive Officer)</i>	February 4, 2021
<u>/s/ *</u> Scott Brogi	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 4, 2021
<u>/s/ *</u> Grace Mellis	Director	February 4, 2021
<u>/s/ *</u> Brooke Skinner Ricketts	Director	February 4, 2021
<u>/s/ *</u> Michael Root	Director	February 4, 2021
<u>/s/ *</u> Jayaprakash Vijayan	Director	February 4, 2021
* By: <u>/s/ Joseph Furnari</u> Joseph Furnari, Attorney-in-fact		



2049 Century Park East, Suite 2900, Los Angeles, California 90067 · 310.556.1801

February 4, 2021

Board of Directors
 HyreCar Inc.
 355 South Grand Avenue, Suite 1650
 Los Angeles, CA 90071

Ladies and Gentlemen:

We are acting as counsel to HyreCar Inc., a Delaware corporation (the “**Company**”), in connection with the registration statement on Form S-3 (the “**Registration Statement**”) filed on the date hereof by the Company with the Securities and Exchange Commission (the “**Commission**”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”) for the registration of shares of Common Stock, \$0.00001 par value per share, of the Company (the “**Common Stock**”) with a proposed maximum aggregate offering price of \$4,927,000 (the “**Shares**”). This opinion letter is furnished to you at your request to enable the Company 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 opinion 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 authentic original documents of all documents submitted to us as copies (including telecopies). 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 (collectively, the “**DGCL**”). We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) issuance of the Shares pursuant to the terms of the Underwriting Agreement, dated February 3, 2021, by and among the Company, Lake Street Capital Markets, LLC and Northland Capital Markets, Inc., as representatives of the several underwriters listed on Schedule 1 thereto, and (ii) receipt by the Company of the consideration for the Shares specified in the resolutions of the Board of Directors and the Pricing Committee of the Board of Directors, the Shares will be validly issued, fully paid, and nonassessable.

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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

Board of Directors
HyreCar Inc.
February 4, 2021
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This opinion letter has been prepared for use in connection with the Registration Statement relating to the offer and sale of the Shares, and speaks as of the date hereof. We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the related Prospectus constituting a part of the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Polsinelli PC

POLSINELLI PC

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-3 of HyreCar Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated April 14, 2020, relating to the consolidated financial statements of HyreCar Inc. included in its Annual Report on Form 10-K for the years ended December 31, 2019 and 2018. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ dbbmckennon
Newport Beach, California
February 4, 2020