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

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

AstroNova, Inc.

(Exact name of registrant as specified in its charter)

Rhode Island
(State or other jurisdiction of
incorporation or organization)

05-0318215
(I.R.S. employer
identification no.)

600 East Greenwich Avenue, West Warwick, Rhode Island, 02893
(Address of principal executive offices)

AstroNova, Inc. 2018 Equity Incentive Plan
(Full title of the plan(s))

Gregory A. Woods
Chief Executive Officer
AstroNova, Inc.
600 East Greenwich Avenue
West Warwick, Rhode Island, 02893
(Name and address of agent for service)

(401) 828-4000
(Telephone number, including area code, of agent for service)

Copies to:

Peter M. Rosenblum, Esq.
Daniel S. Clevenger, Esq.
Foley Hoag LLP
Seaport West
155 Seaport Boulevard
Boston, Massachusetts 02210
Telephone: (617) 832-1000
Telecopy: (617) 832-7000

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
Non-accelerated filer

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 securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.05 par value	300,000 (3)	\$25.79	\$7,737,000	\$938.00

1. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the AstroNova, Inc. 2018 Equity Incentive Plan (as amended, the “2018 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
2. The proposed maximum offering price per share has been estimated in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act solely for the purpose of calculating the registration fee with respect to shares reserved for future issuance based on the average of the high and low price of the Registrant’s common stock as quoted on the Nasdaq Global Market on May 31, 2019.
3. Represents additional shares of the Registrant’s common stock available for issuance pursuant to awards that may be issued in the future pursuant to the 2018 Plan.

Explanatory Note

This registration statement relates to the registration of an additional 300,000 shares of common stock issuable pursuant to the AstroNova, Inc. 2018 Equity Incentive Plan (as amended, the “2018 Plan”). Pursuant to General Instruction E to Form S-8, we incorporate by reference into this registration statement the contents of our registration statement on Form S-8 (File No. 333-225404) filed with the Securities and Exchange Commission (the “Commission”) on June 4, 2018 relating to the registration of 650,000 shares for issuance under the 2018 Plan. That Form S-8 also registered for issuance under the 2018 Plan an additional number of shares (not to exceed 821,637) equal to the number of shares then subject to outstanding awards under the AstroNova, Inc. 2015 Equity Incentive Plan that have subsequently been or hereafter are forfeited, cancelled, reacquired by us or terminated and that, had such awards been issued under the 2018 Plan, would have been available for future grants.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Restated Articles of Incorporation of the Registrant and all amendments thereto (incorporated by reference to Exhibit 3A to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016)
3.3	By-laws of the Registrant as amended to date (incorporated by reference to Exhibit 3B to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2008 (File No. 000-13200))
4.1	Specimen form of common stock certificate of the Registrant (incorporated by reference to Exhibit 4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016)
4.2	AstroNova, Inc. 2018 Equity Incentive Plan, as amended (incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A filed with the SEC on May 25, 2019)
5.1†	Opinion of Foley Hoag LLP
23.1†	Consent of Wolf & Company, P.C.
23.2†	Consent of Foley Hoag LLP (included in Exhibit 5.1)
24.1†	Power of attorney (included on signature page of this Registration Statement)

† Filed herewith

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 Town of West Warwick, Rhode Island, as of June 4, 2019.

A S T R O N O V A , I N C .

By: /s/ Gregory A. Woods

Gregory A. Woods

President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Gregory A. Woods and David S. Smith as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacity and on the date indicated.

<u>/s/ Gregory A. Woods</u> Gregory A. Woods	President, Chief Executive Officer and Director (<i>principal executive officer</i>)	June 4, 2019
<u>/s/ David S. Smith</u> David S. Smith	Chief Financial Officer (<i>principal accounting and financial officer</i>)	June 4, 2019
<u>/s/ Jean A. Bua</u> Jean A. Bua	Director	June 4, 2019
<u>/s/ Mitchell I. Quain</u> Mitchell I. Quain	Director	June 4, 2019
<u>/s/ Yvonne E. Schlaepfi</u> Yvonne E. Schlaepfi	Director	June 4, 2019
<u>/s/ Harold S. Schofield</u> Harold S. Schofield	Director	June 4, 2019
<u>/s/ Richard S. Warzala</u> Richard S. Warzala	Director	June 4, 2019



Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

617 832 1000 main
617 832 7000 fax

June 4, 2019

AstroNova, Inc.
600 East Greenwich Avenue
West Warwick, RI 02893

Ladies and Gentlemen:

We have reviewed the Registration Statement on Form S-8 (the “**Registration Statement**”) being filed by AstroNova, Inc., a Rhode Island corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), on the date hereof. The Registration Statement relates to the offer and sale by the Company of up to 300,000 shares (the “**Shares**”) of its common stock, par value \$0.05 per share (“**Common Stock**”), issuable under the Company’s 2018 Equity and Incentive Plan (the “**2018 Plan**”).

In arriving at the opinions expressed below, we have examined and relied upon the Articles of Incorporation and By-Laws of the Company, the records of meetings and consents of the Company’s Board of Directors and of its stockholders, and the 2018 Plan, each as provided to us by the Company. In addition, we have examined and relied on the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other documents and certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

We have assumed that the purchase price or other consideration to be received by the Company for the Shares will be valid consideration equal to or in excess of the par value thereof.

In rendering the opinions expressed below, we express no opinion other than as to the federal laws of the United States and the Rhode Island Business Corporation Act, including the statutory provisions contained therein, applicable provisions of the Rhode Island Constitution and the reported judicial decisions interpreting these provisions.

ATTORNEYS AT LAW

BOSTON | NEW YORK | PARIS | WASHINGTON | FOLEYHOAG.COM

On the basis of the foregoing, it is our opinion that the Shares, when issued and delivered in accordance with the applicable terms of the 2018 Plan and the written instruments issued pursuant to the 2018 Plan against the Company's receipt of the purchase price or other consideration identified therein, will be validly issued, fully paid and non-assessable.

This opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

This opinion is being delivered solely for the benefit of the Company and such other persons as are entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion may not be used, quoted, relied upon or referred to for any other purpose, nor may it be used, quoted, relied upon or referred to by any other person, for any purpose, without our prior written consent.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the heading "Item 5. Interests of Named Experts and Counsel" in the Registration Statement. In giving such 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 promulgated thereunder.

This opinion shall be interpreted in accordance with the Legal Opinion Principles issued by the Committee on Legal Opinions of the American Bar Association's Section of Business Law, as published in 53 Business Lawyer 831 (May 1998).

Very truly yours,

FOLEY HOAG LLP

By: /s/ Peter Rosenblum
a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of AstroNova, Inc. of our report dated April 10, 2019, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of AstroNova, Inc., appearing in the Annual Report on Form 10-K of AstroNova, Inc. for the year ended January 31, 2019.

/s/ Wolf & Company, P.C.

Boston, Massachusetts
June 4, 2019