

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

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AGRIFORCE GROWING SYSTEMS, LTD.

(Exact name of registrant as specified in its charter)

British Columbia

(State or other jurisdiction of incorporation or organization)

46-0820877

I.R.S. Employer Identification Number

3420

(Primary Standard Industrial Code Classification Number)

777 Hornby Street, Suite 600

Vancouver, BC V6Z 1S4

Canada

(604) 757-0952

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

Copies to:

Jolie Kahn, Esq.

12 E. 49th Street, 11th floor

New York, NY 10017

(516) 217-6379

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

Copies to:

Jolie Kahn, Esq.

12 E. 49th Street, 11th floor

New York, NY 10017

Telephone: (516) 217-6379

Facsimile: (866) 705-3071

Michael Adelstein, Esq.

Kelley Drye & Warren LLP

3 World Trade Center

New York, NY 10007

Telephone: (212) 808-7540

Facsimile: (212) 808-7897

Approximate date of proposed sale to public: As soon as practicable on or after the effective date of this registration statement.

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 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. 333-251380

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 post-effective amendment filed pursuant to Rule 462(d) 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.

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

Non-accelerated filer

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Proposed Maximum Offering Price (1)(2)(3)	Amount of Registration Fee
Common shares, no par value	\$ 2,266,665	\$ 247.29
Series A Warrants to purchase shares of common stock, no par value (4)	-	-
Shares of common stock, no par value underlying Series A Warrants	\$ 3,199,998	\$ 349.12
Underwriters' common stock purchase warrants (4)	-	-
Common stock underlying underwriters' common stock purchase warrants (5)	\$ 160,001	\$ 17.46
Total	\$ 5,626,664	\$ 613.87

- (1) Based on the public offering price.
- (2) Pursuant to Rule 416, the securities being registered hereunder include such indeterminate number of additional securities as may be issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) Includes the offering price of any additional shares of common stock that the underwriters have the right to purchase from the Registrant. Includes shares the underwriters have the option to purchase to cover over-allotments, if any.
- (4) No fee is required pursuant to Rule 457(i) under the Securities Act.
- (5) Represents warrants to purchase a number of shares of common stock equal to 5% of the number of shares of common stock sold in this offering at an exercise price equal to 120% of the public offering price per share.

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

This Registration Statement on Form S-1 (the "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by AgriForce Growing Systems, Ltd. (the "Registrant"). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant's Registration Statement on Form S-1 (File No. 333-251380), originally filed on December 16, 2020, as amended (together with its exhibits, the "Prior Registration Statement"), which was declared effective by the Commission on July 7, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock by 453,333, Series A Warrants to purchase shares of common stock by 453,333, and representatives' warrants to purchase shares of common stock by 22,667, including securities that may be sold upon exercise of the underwriters' overallotment option, and the aggregate number of shares of common stock underlying the foregoing warrants, to be registered for sale. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

- 5.1 [Legal Opinion of Jolie Kahn, Esq.](#)
- 23.1 [Consent of Marcum, LLP](#)
- 23.2 [Consent of Jolie Kahn, Esq. \(included in Exhibit 5.1\)](#)

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia on July 7, 2021.

AGRIFORCE GROWING SYSTEMS LTD.

By: /s/ Ingo Mueller
Name: Ingo Mueller
Title: Chief Executive Officer and Director (Principal Executive Officer)

By: /s/ Richard Wong
Name: Richard Wong
Title: Chief Financial Officer (Principal Accounting Officer)

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

Person	Capacity	Date
<u>/s/ Ingo Mueller</u> Ingo Mueller	Chief Executive Officer and Director (Principal Executive Officer)	July 7, 2021

<u>/s/ Richard Wong</u> Richard Wong	Chief Financial Officer (Principal Accounting Officer)	July 7, 2021
<u>/s/ William J. Meekison</u> William J. Meekison	Director	July 7, 2021
<u>/s/ David Welch</u> David Welch	Director	July 7, 2021
<u>/s/ Donald Nicholson</u> Donald Nicholson	Chairman of the Board and Director	July 7, 2021

Jolie Kahn, Esq.
12 E. 49th Street, 11th floor
New York, NY 10017

July 7, 2021

AgriForce Growing Systems Ltd.
777 Hornby Street, Suite 600
Vancouver, BC
V6Z 1S4

Ladies and Gentlemen:

We have acted as counsel to AgriForce Growing Systems Ltd., a British Columbia corporation (the "Company"), in connection with the Company's registration statement on Form S-1, as amended (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance and sale of up to \$2,266,665 of units ("Units") of the Company, each unit consisting of one common share of the Company (collectively, the "Shares") and one Series A warrants to purchase one common share (collectively, the "Series A Warrants") and \$113,334 worth of representatives warrants (and with the Series A Warrants, the "Warrants"; Shares and Warrants are collectively referred to herein as the "Securities"), issued by the Company. The Securities are to be sold by the Company pursuant to an Underwriting Agreement (the "Underwriting Agreement") to be entered into by and between the Company and EF Hutton, a division of Benchmark Investments LLC, the form of which is filed as Exhibit 1.1 to the Registration Statement.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, including the form of prospectus included therein and the documents incorporated by reference therein, (ii) the Company's certificate of incorporation, as amended to date, (iii) the Company's by-laws, as amended to date, and (iv) certain resolutions of the Board of Directors of the Company. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such other documents, certificates and records as we have deemed necessary or appropriate, and we have made such investigations of law as we have deemed appropriate as a basis for the opinions expressed below.

In rendering the opinions expressed below, we have assumed and have not verified (i) the genuineness of the signatures on all documents that I have examined, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents supplied to us as originals and (iv) the conformity to the authentic originals of all documents supplied to us as certified or photostatic or faxed copies.

Based upon and subject to the foregoing and subject also to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that:

the Warrants and the Units have been duly authorized for issuance, and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued and will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and equitable principles of general applicability.

We express no opinion other than as to the federal laws of the United States of America and the laws of New York State (also including the statutory provisions, all applicable provisions of the Florida Constitution and reported judicial decisions interpreting the foregoing). We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving this consent, we do not admit that we are "experts" under the Securities Act or under the rules and regulations of the Commission relating thereto with respect to any part of the Registration Statement.

Very truly yours,

/s/ Jolie G. Kahn, Esq.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 to be filed on or about July 7, 2021, pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated March 3, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of AgriFORCE Growing Systems, Ltd. as of and for the years ended December 31, 2020 and 2019, which report which appears in the Registration Statement on Form S-1 (No. 333-251380). We also consent to the reference to our Firm under the heading "Experts" in such Prospectus.

/s/ Marcum llp

Marcum llp
Costa Mesa, CA
July 7, 2021
