

As filed with the Securities and Exchange Commission on May 11, 2021

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form S-1  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**iPower Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>5200</b>	<b>82-5144171</b>
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

**2399 Bateman Avenue  
Duarte, CA 91010  
(626) 863-7344**

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

**Chenlong Tan  
Chief Executive Officer  
2399 Bateman Avenue  
Duarte, CA 91010  
(626) 863-7344**

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

*With copies to:*

<p><b>Stephen A. Weiss, Esq. Megan J. Penick, Esq. Michelman &amp; Robinson LLP 800 Third Avenue New York, New York 10022 Telephone: (212) 730-7700</b></p>	<p><b>William L. Hughes, Esq. Marsha Mogilevich, Esq. Orrick, Herrington &amp; Sutcliffe LLP The Orrick Building 405 Howard Street San Francisco, California 94105 Tel: (415) 773-5700 Fax: (415) 773-5759</b></p>
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**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement is declared effective.

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.  333-252629

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, 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered <sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share <sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price <sup>(1)(2)</sup></b>	<b>Amount of Registration Fee <sup>(3)</sup></b>

- (1) Includes 54,000 shares subject to the underwriters' over-allotment option.
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers any additional shares of Common Stock which may be issued after the date hereof as a result of stock splits, stock dividends and similar events.
- (3) Previously paid. The Registrant previously registered a total of 3,450,000 shares having a proposed maximum aggregate offering price of \$31,050,000 on its Registration Statement on Form S-1 (File No. 333-252629), which was declared effective by the Securities and Exchange Commission on May 11, 2021. In accordance with Rule 462(b) under the Securities Act, an additional 414,000 shares of common stock having a proposed maximum offering price of \$2,070,000 is hereby registered.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANTORY NOTE

This Registration Statement is being filed with respect to the registration of an additional 414,000 additional shares of common stock of iPower Inc., a Nevada corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-252629) (the “Prior Registration Statement”), initially filed by the Registrant on February 1, 2021 and declared effective by the Securities and Exchange Commission on May 11, 2021.

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 required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

*(a) Exhibits.*

See the Exhibit Index attached to this registration statement, which is incorporated by reference herein.

**EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

Exhibit No.	Description
5.1	<a href="#">Legal Opinion of Michelman &amp; Robinson LLP</a>
23.1	<a href="#">Consent of UHY LLP</a>
23.2	<a href="#">Consent of Michelman &amp; Robinson LLP</a> (included in Exhibit 5.1)
24.1	<a href="#">Power of Attorney</a> (included on signature page)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Duarte, of the State of California, on May 11, 2021.

**iPOWER INC.**

By: /s/ **Chenlong Tan**

**Chenlong Tan**

**Chairman, Chief Executive Officer and President**

KNOW ALL PERSONS BY THESE PRESENTS, that the persons whose signature appears below constitute and appoint Chenlong Tan as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this document in connection therewith, with the Securities and Exchange Commission, granting unto 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 connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all which said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ <b>Chenlong Tan</b></u> Chenlong Tan	Chief Executive Officer, President, and Chairman of the Board ( <i>Principal Executive Officer</i> )	May 11, 2021
<u>/s/ <b>Kevin Vassily</b></u> Kevin Vassily	Chief Financial Officer ( <i>Principal Financial Officer</i> )	May 11, 2021

**Los Angeles Office**

10880 Wilshire Blvd., 19<sup>th</sup> Floor  
Los Angeles, CA 90024  
P 310.299.5500 F 310.299.5600 www.mrllp.

May 11, 2021

iPower Inc.  
2399 Bateman Avenue  
Duarte, CA 91010

**Re: iPower Inc.  
Registration Statement on Form S-1 File No. 333-252629**

Ladies and Gentlemen:

We have acted as counsel to iPower Inc., a Nevada corporation (the "Company"), in connection with the Registration Statement on Form S-1 (as amended, the "Registration Statement"), filed by the Company on May 11, 2021 with the Securities Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act").

The Registration Statement incorporates by reference the registration statement on Form S-1 (Registration File No. 333-252629) initially filed with the Commission on February 1, 2021, as amended to date (the "Prior Registration Statement"), which was declared effective on May 11, 2021. The Registration Statement relates to the registration, pursuant to Rule 462(b) under the Securities Act, of the offer and sale of up to 414,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"). This opinion letter is furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Prior Registration Statement or related prospectus, other than as expressly stated herein. The Shares are being sold pursuant to an underwriting agreement to be entered into between the Company and D.A. Davidson & Co, as representative to the several underwriters listed on Schedule I thereto (the "Underwriting Agreement").

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Articles of Incorporation of the Company, as amended to date (the "Articles of Incorporation"), (ii) the By-Laws of the Company, as amended to date (the "Bylaws"), (iii) resolutions of the Company's board of directors (the "Board of Directors") authorizing the issuance and sale of the Shares pursuant to the terms of the Registration Statement, including the pricing, issuance and sale of the Shares in accordance with the terms of the Prospectus, (iv) the Underwriting Agreement, and (iv) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinions set forth herein.

In our examination of the documents referred to herein, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinions as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company. We have also obtained and relied upon such certificates and assurances from public officials as we have deemed necessary for the purposes of our opinions set forth below.

Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and paid for in the manner described in the Prospectus, will be duly authorized, validly issued, fully paid and non-assessable.

The opinion set forth above may be limited by (i) the effects of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights or remedies of creditors generally; (ii) the effect of general principles of equity, whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought; (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy; and (iv) requirements that a claim with respect to any Shares in denominations other than United States dollars (or a judgment denominated other than in United States dollars in respect of the claim) be converted into United States dollars at a rate of exchange prevailing on a date determined by applicable law.

The foregoing opinions are limited to the laws of the State of New York, the Nevada Revised Statutes as concerns the laws governing corporation and the federal laws of the United States of America and we express no opinion with respect to the laws of any other state or jurisdiction. The opinions expressed herein are limited to the laws, including rules and regulations, as in effect on the date hereof.

The foregoing opinions are dated the date hereof, and we express no opinion as to unforeseen facts or circumstances that are not include or incorporated in the Assumptions set forth above.

The foregoing opinions are limited to the laws of the State of New York, the Nevada Revised Statutes as concerns the laws governing corporation and the federal laws of the United States of America and we express no opinion with respect to the laws of any other state or jurisdiction. The opinions expressed herein are limited to the laws, including rules and regulations, as in effect on the date hereof.

The foregoing opinions are dated the date hereof, and we express no opinion as to unforeseen facts or circumstances that are not include or incorporated in the Assumptions set forth above.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Company's Registration Statement on Form S-1/A, dated May 11, 2021, as filed with the Commission on May 11, 2021, which is incorporate by reference in the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus and to the references to us in the Registration Statement. In giving such consents, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Michelman & Robinson, LLP

**MICHELMAN & ROBINSON, LLP**

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of iPower, Inc. (f/k/a BZRTH, Inc.) (the “Company”) on Form S-1 of our report dated November 23, 2020, except for Notes 4, 11, 12 and 15 as to which the date is January 11, 2021; and Notes 8 and 15 as to which the date is February 1, 2021, with respect to our audits of the Company’s consolidated and combined financial statements as of June 30, 2020 and 2019 which appears in Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-252629). We also consent to the reference to our Firm under the caption “Experts” in Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-252629) incorporated by reference in this Registration Statement .

/s/ UHY LLP

New York, New York  
May 11, 2021