

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

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SUNation Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

41-0957999

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

**171 Remington Boulevard
Ronkonkoma, NY 11779
(631) 750-9454**

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

**Scott Maskin, Chief Executive Officer
SUNation Energy, Inc.
171 Remington Boulevard
Ronkonkoma, NY 11779
(631) 750-9454**

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

Copies to:

**Theodore Ghorra
Rimon, P.C.
400 Madison Ave, Suite 11D
New York, NY 10017
(212) 515-9979**

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. ☒ 333-267066

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 ☐

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. ☐

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, SUNation Energy, Inc. (the "Registrant") is filing this Registration Statement on Form S-3 (this "Registration Statement") with the Securities and Exchange Commission (the "Commission"). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-3](#) (File No. 333-267066) (the "Prior Registration Statement"), which the Registrant filed with the Commission on August 25, 2022, and which the Commission declared effective on September 2, 2022.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate amount of securities offered by the Registrant by a proposed additional aggregate offering price of \$16,200,000. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent

no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index below and filed herewith or incorporated by reference herein.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

Exhibit No.	Description
5.1	Opinion of Rimon, P.C.
23.1	Consent of UHY LLP
23.2	Consent of Baker Tilly US, LLP
23.3	Consent of Rimon, P.C. (included in Exhibit 5.1)
107	Filing Fee Table

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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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 7, 2025.

SUNATION ENERGY, INC.

By: /s/ Scott Maskin
Scott Maskin
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities set forth opposite their names and on April 7, 2025.

Name	Title
<u>/s/ Scott Maskin</u> Scott Maskin	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ James Brennan</u> James Brennan	Chief Operating Officer and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Kristin A. Hlavka</u> Kristin A. Hlavka	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Roger Lacey</u> Roger Lacey	Director
<u>/s/ Spring Hollis</u> Spring Hollis	Director
<u>/s/ Kevin O'Connor</u> Kevin O'Connor	Director
<u>/s/ Dr. Henry B. Howard</u> Dr. Henry B. Howard	Director

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April 7, 2025

SUNation Energy, Inc.
171 Remington Boulevard
Ronkonkoma, NY

Re: SUNation Energy, Inc.
Registration Statement on Form F-3

Ladies and Gentlemen:

We act as counsel to SUNation Energy, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-3 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”) (the “462(b) Registration Statement” and together with the Initial Registration Statement, the “Registration Statement”) to that certain Registration Statement (File No. 333-267066 on Form S-3 (the “Initial Registration Statement”), pursuant to which the Company is registering the offering for sale under the Securities Act \$16,200,000 of shares (the “Shares”) of the Company’s common stock, par value \$0.05 per share (the “Common Stock”), and pre-funded warrants and/or warrants to purchase shares of Common Stock (the “Warrants”) and shares of Common Stock issuable upon exercise of the Warrants (the “Warrant Shares”; together with the Shares and the Warrants, the “Securities”).

The Securities are to be sold by the Company pursuant to a Securities Purchase Agreement (the “Purchase Agreement”) to be entered into by and among the Company and the purchasers listed therein. This opinion is being rendered in connection with the filing of the 462(b) Registration Statement with the Commission. The Initial Registration Statement was declared effective on September 2, 2022.

For the purpose of rendering this opinion, we examined originals or copies of such documents as deemed to be relevant. In conducting our examination, we assumed, without investigation, the genuineness of all signatures, the correctness of all certificates, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted as certified or photostatic copies, the authenticity of the originals of such copies, and the accuracy and completeness of all records made available to us by the Company.

With respect to the Warrant Shares, we express no opinion to the extent that, notwithstanding its current reservation of shares of the Company’s common stock, future issuances of securities, including the Warrant Shares, of the Company and/or adjustments to outstanding securities, including the Warrants, of the Company may cause the Warrants to be exercisable for more shares of the Company’s common stock than the number that then remain authorized but unissued. Further, we have assumed the Exercise Price (as defined in the Warrants) will not be adjusted to an amount below the par value per share of the Company’s common stock.



Australia | Canada | Colombia | France | Germany
South Korea | United Arab Emirates | United Kingdom | United States



Our opinion is limited solely to matters set forth herein. The law covered by the opinions expressed herein is limited to the Federal Law of the United States and the laws applicable to the State of Delaware. Further, our opinion is based solely upon existing laws, rules, and regulations, and we undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof.

Based upon the foregoing, we are of the opinion (i) that the Shares, when issued and sold in accordance with the form of the Securities Purchase Agreement, will be validly issued, fully paid and nonassessable, (ii) provided that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, the Warrants, when issued and sold as contemplated in the Registration Statement will be valid and legally binding obligations of the Company, and (iii) the Warrant Shares, when issued and paid for in accordance with the terms of the Warrants and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent in writing to the reference to this firm under the caption “Legal Matters” in the prospectus which is incorporated by reference in the 462(b) Registration Statement. By giving such consent, we do not thereby admit that we come within the category of persons where consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

This opinion is rendered pursuant to Item 601(b)(5)(i) of Regulation S-K under the Securities Act and may not be used, circulated, quoted or relied upon for any other purpose. This opinion is given as of the date set forth above, and we assume no obligation to update or supplement the opinions contained herein to reflect any facts or circumstances which may hereafter come to our attention, or any changes in laws which may hereafter occur.

Very truly yours,

/s/ RIMON P.C.
RIMON P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of SUNation Energy, Inc. (f/k/a Pineapple Energy Inc.) and subsidiaries (the Company) of our report dated April 1, 2024, with respect to the Company's consolidated financial statements as of and for the year ended December 31, 2023, which includes an explanatory paragraph as to the Company's ability to continue as a going concern and appears in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ UHY LLP

Melville, NY
April 7, 2025

An Independent Member of Urbach Hacker Young International

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-3 of SUNation Energy, Inc. of our report dated April 14, 2023, relating to the consolidated financial statements of Pineapple Energy Inc. (n/k/a SUNation Energy, Inc.), appearing in the Annual Report on Form 10-K of Pineapple Energy Inc. (n/k/a SUNation Energy, Inc.) for the year ended December 31, 2022.

/s/ BAKER TILLY US, LLP

Minneapolis, Minnesota
April 7, 2025

Calculation of Filing Fee Tables

Form S-3
(Form Type)SUNation Energy, 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	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate ⁽³⁾	Amount of Registration Fee
Fees to Be Paid	Newly Registered Securities		457(o)					
	Equity	Common Stock, par value \$0.05 per share						
	Other Debt	Preferred Stock, par value \$1.00 per share						
	Other Unallocated (Universal Shelf)	Senior Debt Securities						
		Subordinated Debt Securities						
		Stock Purchase						
		Contracts						
		Warrants						
		Rights						
		Units			(1)	(1)	(1)	
	Unallocated (Universal) Shelf	(2)	457(o)	(1)	(1)	\$16,200,000	0.0001531	\$ 2,480.22
Total Offering Amounts								\$ 2,480.22
Total Fees Previously Paid								-
Total Fee Offsets								-
Net Fees Due								\$ 2,480.22

- (1) The Registrant previously registered the offer and sale of certain securities, including its common stock, par value \$0.05 per share, having a proposed maximum aggregate offering price of \$100,000,000 pursuant to Registration Statement on Form S-3 (File No. 333-267066), which was filed on August 25, 2022 and declared effective by the SEC on September 2, 2022 (the "Prior Registration Statement"). As of the date hereof, a balance of \$79,000,000 of such securities remains unsold under the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, General Instruction IV(A) of Form S-3, the Registrant is hereby registering the offer and sale of an additional \$16,200,000 of securities. The additional amount of securities that is being registered for offer and sale represents no more than 20% of the maximum offering price of the remaining securities available to be sold under the Prior Registration Statement.
- (2) There are being registered hereunder such number of securities or aggregate principal amount, as the case may be, of common stock and such indeterminate number of warrants and/or pre-funded warrants to purchase common stock, as shall have an aggregate offering price not to exceed \$16,200,000. Any securities registered hereunder may be sold separately or in combination with the other securities registered hereunder.
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$153.10 per \$1,000,000 of the proposed maximum offering price.