

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

**Amendment No. 1  
to  
FORM S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**AMESITE INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**7372**

(Primary Standard Industrial  
Classification Code Number)

**82-3431717**

(I.R.S. Employer  
Identification Number)

**607 Shelby Street, Suite 700 PMB 214  
Detroit, MI 48226  
(734) 876-8141**

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

**Anne Marie Sastry, Ph.D.  
Chief Executive Officer  
Amesite Inc.**

**607 Shelby Street, Suite 700 PMB 214  
Detroit, MI 48226  
(734) 876-8141**

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

**Copies to:**

**Richard A. Friedman, Esq.  
Sean F. Reid, Esq.  
Sheppard, Mullin, Richter & Hampton LLP  
30 Rockefeller Plaza  
New York, NY 10112-0015  
Tel.: (212) 653-8700**

**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after the date this registration statement becomes 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.

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, 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 to Section 7(a)(2)(B) of the Securities Act.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

#### EXPLANATORY NOTE

This Amendment No. 1 (the "Amendment") is being filed as an exhibit-only filing solely to correct a technical error with our auditor consent filed as Exhibit 23.1 to the Registration Statement on Form S-1 (File No. 333-295814) (the "Registration Statement") filed by the Registrant with the Securities and Exchange Commission on May 12, 2026, which inadvertently omitted the filing date of such consent. Accordingly, this Amendment consists only of the facing page, this explanatory note, Part II of the Registration Statement, the signature pages to the Registration Statement and Exhibit 23.1.

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## PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 13. Other Expenses of Issuance and Distribution

The following table sets forth all expenses, other than the underwriting discounts and commissions, payable by the registrant in connection with the sale of the securities being registered. All the amounts shown are estimates except the SEC registration fee and the FINRA filing fee.

	<b>Amount to be paid</b>
SEC registration fee	\$ 674.56
Accounting fees and expenses	\$ 30,000.00
Legal fees and expenses	\$ 25,000.00
Miscellaneous	\$ 5,000.00
Total	<u>\$ 60,674.56</u>

### Item 14. Indemnification of Directors and Officers

Section 102 of the DGCL permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his/her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our Certificate of Incorporation provides that no director of the Company shall be personally liable to it or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he/she was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Our Certificate of Incorporation and Bylaws provide indemnification for our directors and officers to the fullest extent permitted by the DGCL. We will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of us) by reason of the fact that he or she is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Our Certificate of Incorporation and Bylaws provide that we will indemnify any Indemnitee who was or is a party to an action or suit by or in the right of us to procure a judgment in our favor by reason of the fact that the Indemnitee is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or who was an employee or agent of a predecessor corporation or another enterprise at the request of such predecessor corporation, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to us, unless a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Expenses must be advanced to an Indemnitee under certain circumstances.

We have entered into separate indemnification agreements with each of our directors and executive officers. Each indemnification agreement provides, among other things, for indemnification to the fullest extent permitted by law and our Certificate of Incorporation and Bylaws against any and all expenses, judgments, fines, penalties and amounts paid in settlement of any claim. The indemnification agreements provide for the advancement or payment of all expenses to the indemnitee and for the reimbursement to us if it is found that such indemnitee is not entitled to such indemnification.

We maintain a general liability insurance policy that covers certain liabilities of directors and officers of our corporation arising out of claims based on acts or omissions in their capacities as directors or officers.

**Item 15. Recent Sales of Unregistered Securities**

Set forth below is information regarding securities issued by us since during the prior three years that were not registered under the Securities Act.

**2025**

During the year ended June 30, 2025, 121,250 options to purchase common stock were issued to employees under our 2018 Equity Incentive Plan.

The foregoing issuances were exempt from registration under Section 4(a)(2) of the Securities Act.

**2024**

During the year ended June 30, 2024, 6,292 options to purchase common stock were issued to employees under our 2018 Equity Incentive Plan.

The foregoing issuances were exempt from registration under Section 4(a)(2) of the Securities Act.

**2023**

During the year ended June 30, 2023, 999 options to purchase common stock were issued to employees under our 2018 Equity Incentive Plan and 14,083 shares of common stock were issued to consultants.

The foregoing issuances were exempt from registration under Section 4(a)(2) of the Securities Act.

Item 16. Exhibits and Financial Statement Schedules

EXHIBIT INDEX

Exhibit Number	Exhibit Title	Filed with this Form S-1	Incorporated by Reference			
			Form	File No.	Exhibit	Date Filed
2.1	<a href="#">Agreement and Plan of Merger and Reorganization, dated April 26, 2018, by and among Lola One Acquisition Corporation, Lola One Acquisition Sub, Inc., and Amesite Inc.</a>		S-1/A	333-248001	2.1	9/4/2020
2.2	<a href="#">Form of Agreement and Plan of Merger and Reorganization, dated July 14, 2020, by and between Amesite Operating Company, a Delaware corporation, and Amesite Inc., a Delaware corporation</a>		S-1/A	333-248001	2.2	9/4/2020
3.1	<a href="#">Certificate of Incorporation of the Registrant.</a>		10-Q	001-39553	3.1	11/16/2020
3.2	<a href="#">Bylaws of the Registrant, as amended</a>		10-Q	001-39553	3.4	5/15/2025
3.3	<a href="#">Certificate of Designations of Series A Preferred Stock, dated January 13, 2023</a>		8-K	001-39553	3.1	1/13/2023
3.4	<a href="#">Certificate of Amendment to Certificate of Incorporation of Amesite Inc. dated February 16, 2023</a>		8-K	001-39553	3.1	2/21/2023
4.1	<a href="#">Form of Warrant</a>		8-K	001-39553	4.1	9/1/2022
4.2	<a href="#">Form of Placement Agent Warrant</a>		8-K	001-39553	4.2	9/1/2022
4.3	<a href="#">Description of Registrant's Securities</a>		10-K	001-39553	4.3	10/6/2023
4.4	<a href="#">Form of Common Stock Certificate</a>		S-3	333-282999	4.1	11/5/2024
4.5	<a href="#">Form of Senior Debt Indenture, between the Company and one or more trustees to be named</a>		S-3/A	333-282999	4.2	12/13/2024
4.6	<a href="#">Form of Subordinated Debt Indenture, between the Company and one or more trustees to be named</a>		S-3/A	333-282999	4.3	12/13/2024
4.7	<a href="#">Form of Underwriters' Warrant</a>		8-K	001-39553	4.1	1/10/2025
4.8	<a href="#">Form of Pre-Funded Warrant</a>		8-K	001-39553	4.1	4/28/2026
4.9	<a href="#">Form of Series A-1 Warrant</a>		8-K	001-39553	4.2	4/28/2026
4.10	<a href="#">Form of Series A-2 Warrant</a>		8-K	001-39553	4.3	4/28/2026
4.11	<a href="#">Form of Placement Agent Warrant</a>		8-K	001-39553	4.4	4/28/2026
5.1	<a href="#">Opinion of Sheppard, Mullin, Richter &amp; Hampton LLP</a>		S-1	333-295814	5.1	5/12/2026
10.1+	<a href="#">2017 Equity Incentive Plan and forms of award agreements thereunder, assumed in the Reorganization</a>		S-1/A	333-248001	10.7	9/4/2020
10.2+	<a href="#">2018 Equity Incentive Plan and forms of award agreements thereunder, assumed in the Reorganization.</a>		S-1/A	333-248001	10.8	9/4/2020
10.3+	<a href="#">First Amendment to Amesite Inc. 2018 Equity Incentive Plan</a>		8-K	001-39553	10.1	2/21/2023
10.4+	<a href="#">Second Amendment to Amesite Inc. 2018 Equity Incentive Plan</a>		S-8	333-284031	4.3	12/23/2024
10.5+	<a href="#">Amesite Inc. Deferred Fee Plan</a>		10-K	001-39553	10.4	9/30/2024
10.6+	<a href="#">Berman CFO Agreement</a>		8-K	001-39553	10.1	11/26/2024
10.7	<a href="#">Underwriting Agreement, dated January 7, 2025, by and between the Company and Laidlaw &amp; Company (UK) Ltd., as representative of the several underwriters listed in Schedule I thereto</a>		8-K	001-39553	1.1	1/10/2025
10.8	<a href="#">Form of RD Securities Purchase Agreement</a>		8-K	001-39553	10.1	4/28/2026
10.9	<a href="#">Form of PIPE Securities Purchase Agreement</a>		8-K	001-39553	10.2	4/28/2026
10.10	<a href="#">Form of Registration Rights Agreement</a>		8-K	002-39553	10.3	4/28/2026
16.1	<a href="#">Letter from Turner, Stone &amp; Company, L.L.P. dated June 24, 2025</a>		8-K	001-39553	16.1	6/26/2025
19.1	<a href="#">Amesite Inc. Insider Trading Compliance Program</a>		10-K	001-39553	19.1	9/30/2024
23.1	<a href="#">Consent of Novogradac &amp; Company LLP</a>	X				
23.2	<a href="#">Consent of Turner, Stone, &amp; Co., LLP</a>		S-1	333-295814	23.2	5/12/2026
23.3	<a href="#">Consent of Sheppard, Mullin, Richter &amp; Hampton LLP (included in Exhibit 5.1)</a>		S-1	333-295814		5/12/2026
24.1	<a href="#">Power of Attorney (included on the signature page to this registration statement)</a>		S-1	333-295814		5/12/2026
107	<a href="#">Filing Fee Table</a>		S-1	333-295814		5/12/2026

+ Management contract or compensatory plan or arrangement.

# Pursuant to Item 601(b)(10) of Regulation S-K, certain confidential portions of this exhibit were omitted by means of marking such portions with an asterisk because such information is both not material and is the type that the Company treats as private or confidential.

## Item 17. Undertakings

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;  
  
provided, however, that paragraphs (i), (ii) and (iii) do not apply if the registration statement is on Form S-1 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser: each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

- (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Detroit, State of Michigan, on May 26, 2026.

**AMESITE INC.**

By: /s/ Ann Marie Sastry  
Ann Marie Sastry, Ph.D.  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ann Marie Sastry</u> Ann Marie Sastry, Ph.D.	Chief Executive Officer, President and Chairman of the Board ( <i>Principal Executive Officer</i> )	May 26, 2026
* <u>Sarah Berman</u>	Principal Financial and Accounting Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )	May 26, 2026
* <u>Barbie Brewer</u>	Director	May 26, 2026
* <u>Michael Losh</u>	Director	May 26, 2026
* <u>Gilbert S. Omenn, M.D., Ph.D.</u>	Director	May 26, 2026
* <u>George Parmer</u>	Director	May 26, 2026
* Pursuant to Power of Attorney		
By: <u>/s/ Ann Marie Sastry</u> As Attorney-in-Fact		

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Form S-1 Registration Statement of our report dated September 29, 2025 with respect to the audited financial statements of Amesite Inc., which includes an explanatory paragraph related to the Company's ability to continue as a going concern, appearing in the Annual Report on Form 10-K/A of the Company as of June 30, 2025 and for the year ended June 30, 2025.

We consent to the reference to us under the heading "Experts" in the Form S-1/A Registration Statement.

/s/ Novogradac & Company LLP

Novogradac & Company LLP

Plantation, Florida

May 11, 2026