

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

**FORM S-1**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**Stran & Company, Inc.**  
(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation or organization)

**7311**

(Primary Standard Industrial  
Classification Code Number)

**04-3297200**

(I.R.S. Employer  
Identification Number)

**2 Heritage Drive, Suite 600**  
**Quincy, MA 02171**  
**800-833-3309**

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

**Andrew Shape**  
**Chief Executive Officer**  
**2 Heritage Drive, Suite 600**  
**Quincy, MA 02171**  
**617-501-7423**

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

*Copies to:*

Louis A. Bevilacqua, Esq.  
**Bevilacqua PLLC**  
1050 Connecticut Avenue, NW, Suite 500  
Washington, DC 20036  
(202) 869-0888

Mitchell L. Lampert, Esq.  
**Robinson & Cole LLP**  
1055 Washington Boulevard  
Stamford, CT 06901  
(203) 462-7559

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after 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.  **333-260109**

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   
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 comply 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 each class of securities to be registered	Proposed maximum aggregate offering price <sup>(1)</sup>	Amount of registration fee <sup>(8)</sup>
Units <sup>(3)(4)</sup>	\$ 3,450,000	\$ 319.82
Common Stock, par value \$0.0001 per share, included in the units <sup>(5)</sup>	-	-
Warrants included in the units <sup>(5)</sup>	-	-
Common Stock, par value \$0.0001 per share, underlying the warrants included in the units	\$ 3,450,000	\$ 319.82
Representative Warrants <sup>(6)(7)</sup>	-	-

Common Stock Underlying Representative Warrants <sup>(6)</sup>	\$ 129,375	\$ 11.99
TOTAL	\$ 7,029,375	\$ 651.62

- (1) Represents only the additional number of securities being registered. Does not include the securities that the registrant previously registered on a Registration Statement on Form S-1 (File No. 333-260109), which was declared effective by the Securities and Exchange Commission on November 8, 2021.
- (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) Each unit consists of one share of common stock and a warrant to purchase one share of common stock at an exercise price per share equal to 125% of the unit offering price.
- (4) Includes shares of common stock and/or warrants to purchase shares of common stock that may be purchased by the underwriters pursuant to their over-allotment option.
- (5) Included in the price of the units. No separate registration fee required pursuant to Rule 457(g) under the Securities Act of 1933, as amended.
- (6) The registrant has agreed to issue to the representative of the several underwriters warrants to purchase the number of shares of common stock in the aggregate equal to three percent (3%) of the shares of common stock to be issued and sold in this offering (including any shares of common stock sold upon exercise of the over-allotment option). The warrants are exercisable for a price per share equal to 125% of the public offering price. The warrants are exercisable at any time and from time to time, in whole or in part, during the four-and-a-half-year period commencing six (6) months from the date of commencement of sales of the offering. This registration statement also covers shares of common stock issuable upon the exercise of the representative's warrants.
- (7) No fee required pursuant to Rule 457(g).
- (8) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$35,146,875 on a Registration Statement on Form S-1 (File No. 333-260109), which was declared effective by the Securities and Exchange Commission on November 8, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$7,029,375 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares and/or warrants to purchase shares of common stock.

**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 is being filed with respect to the registration of additional securities of Stran & Company, Inc., a Nevada corporation (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-260109), initially filed by the Registrant on October 7, 2021 and declared effective by the Securities and Exchange Commission on November 8, 2021 (the "Prior Registration Statement").

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock, warrants to purchase shares of common stock, and representative's warrants to purchase shares of common stock by 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement, including securities that may be sold upon exercise of the underwriters' over-allotment 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 required opinions of counsel and related 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.

#### EXHIBIT INDEX

Exhibit No.	Description
5.1	<a href="#">Opinion of Sherman &amp; Howard L.L.C.</a>
5.2	<a href="#">Opinion of Bevilacqua PLLC</a>
23.1	<a href="#">Consent of BF Borgers CPA PC</a>
23.2	<a href="#">Consent of Sherman &amp; Howard L.L.C. (included in Exhibit 5.1)</a>
23.3	<a href="#">Consent of Bevilacqua PLLC (included in Exhibit 5.2)</a>
24.1	<a href="#">Power of Attorney (included on the signature page of the prior Registration Statement (File No. 333-260109), as filed with the Securities and Exchange Commission on October 7, 2021)</a>

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Quincy, State of Massachusetts, on November 8, 2021.

**STRAN & COMPANY, INC.**

By: /s/ Andrew Shape  
Andrew Shape  
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
* _____ Andrew Shape	Chief Executive Officer, President and Director (principal executive officer)	November 8, 2021
* _____ Christopher Rollins	Vice President of Finance and Administration (principal financial and accounting officer)	November 8, 2021
* _____ Andrew Stranberg	Executive Chairman	November 8, 2021
* By: <i>/s/ Andrew Shape</i> _____ Andrew Shape Attorney-In-Fact		

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November 8, 2021

Stran & Company, Inc.  
2 Heritage Drive, Suite 600  
Quincy, Massachusetts 02170

**Re: Stran & Company, Inc./Registration Statement on Form S-1**

Ladies and Gentlemen:

We have acted as special Nevada counsel to Stran & Company, Inc., a Nevada corporation (the "Company"), in connection with the registration by the Company of (a) up to \$3,450,000 of units (the "Units"), with each Unit consisting of one share (collectively, the "Shares") of its common stock, \$0.0001 par value per share (the "Common Stock") and one warrant (collectively, the "Warrants") to purchase one share of Common Stock, (b) up to \$3,450,000 of shares of Common Stock to be issued upon exercise of the Warrants (the "Warrant Shares"), and (c) certain Underwriter Warrant Shares (as defined below). The Shares are to be offered by the Company under a Registration Statement on Form S-1 (the "Registration Statement") in accordance with the Securities Act of 1933, as amended (the "Securities Act"), as filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act. Additionally, up to \$129,375 of Shares (the "Underwriter Warrant Shares") are to be issued upon exercise of warrants granted to the underwriters in connection with the issuance of the Units (the "Underwriter Warrants").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of:

- (a) the Registration Statement;
- (b) a form of Underwriting Agreement between the Company and EF Hutton, division of Benchmark Investments, LLC, acting as representative of the several underwriters (the "Underwriting Agreement");
- (c) a form of the Warrants;

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Stran & Company, Inc.  
November 8, 2021  
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- (d) a form of Underwriter Warrants;
- (e) the Articles of Incorporation of the Company as filed with the Secretary of State of Nevada on May 19, 2021;
- (f) the Amended and Restated Bylaws of the Company as adopted on October 19, 2021;
- (g) a specimen certificate representing the Common Stock; and
- (h) certain resolutions and actions of the Board of Directors of the Company relating to the issuance and registration under the Securities Act of the Shares, the Warrants, the Warrant Shares, and the Underwriter Warrant Shares, and such other matters as relevant.

We also have examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates, and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination of documents, we have assumed the legal capacity of all-natural persons executing the documents, the genuineness of all signatures on the documents; the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies; that the parties to such documents, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder; and other than with respect to the Company, the due authorization by all requisite action, corporate or other, the execution and delivery by all parties of the documents, and the validity and binding effect thereof on such parties.

We have relied upon the accuracy and completeness of the information, factual matters, representations, and warranties contained in such documents.

The opinions set forth below are also subject to the further qualification that the enforcement of any agreements or instruments referenced herein and to which the Company is a party may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, or other similar laws affecting creditors' rights generally and by general principles of equity (regardless of whether enforceability is considered in a proceeding in equity or at law).

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Stran & Company, Inc.  
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Based upon and subject to the foregoing, we are of the opinion that:

- (a) the issuance of the Units has been duly authorized and upon issuance in accordance with the terms of the Underwriting Agreement, the Units will be validly issued, fully paid, and nonassessable;
- (b) the issuance of the Shares has been duly authorized and upon issuance in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid, and nonassessable;
- (c) the issuance of the Warrants has been duly authorized and, upon issuance in accordance with the terms of the Underwriting Agreement, the obligation to issue the Warrant Shares upon exercise of the Warrants will be a binding obligation of the Company;
- (d) the issuance of the Warrant Shares has been duly authorized and upon issuance of the Warrant Shares upon exercise of and in accordance with the terms of the Warrants, the Warrant Shares will be validly issued, fully paid, and nonassessable;
- (e) the issuance of the Underwriter Warrants has been duly authorized and, upon issuance in accordance with the terms of the Underwriting Agreement, the obligation to issue the Underwriter Warrant Shares upon exercise of the Underwriter Warrants will be a binding obligation of the Company; and
- (f) the issuance of the Underwriter Warrant Shares has been duly authorized and upon issuance the Underwriter Warrant Shares upon exercise of and in accordance with the terms of the Underwriter Warrants, the Underwriter Warrant Shares will be validly issued, fully paid, and nonassessable.

The opinions expressed herein are limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or any changes in applicable law that may come to our attention subsequent to the date the Registration Statement is declared effective.

While certain members of this firm are admitted to practice in certain jurisdictions other than Nevada, in rendering the foregoing opinions we have not examined the laws of any jurisdiction other than Nevada. Accordingly, the opinions we express herein are limited to matters involving the laws of the State of Nevada (excluding securities laws). We express no opinion regarding the effect of the laws of any other jurisdiction or state, including any federal securities laws related to the issuance and sale of the Shares.

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Stran & Company, Inc.  
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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and we consent to the reference of our name under the caption "Legal Matters" in the Prospectus forming a part of the Registration Statement. In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Sherman & Howard L.L.C.

SHERMAN & HOWARD L.L.C.

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E: lou@bevilacquapllc.com  
 T: 202.869.0888  
 W: bevilacquapllc.com

November 8, 2021

Stran & Company, Inc.  
 2 Heritage Drive, Suite 600  
 Quincy, Massachusetts 02170

Re: Securities Being Registered Under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as United States counsel to Stran & Company, Inc., a Nevada corporation (the “**Company**”), in connection with the registration by the Company with the United States Securities and Exchange Commission (the “**Commission**”) of (i) units (the “**Units**”), each unit consisting of one share (collectively, the “**Shares**”) of Common Stock of the Company, par value \$0.0001 per share (the “**Common Stock**”) and one warrant to purchase one share of Common Stock of the Company at an exercise price per share equal to 125% of the price of the Units offered pursuant to the Registration Statement (as defined below) (the “**Investor Warrants**”), (ii) the Shares, (iii) the Investor Warrants, (iv) the Shares underlying the Investor Warrants, (v) underwriter’s warrants to purchase a number of shares equal to 3% of the number of the Shares sold pursuant to the Registration Statement at an exercise price of 125% of the price of the Shares offered pursuant to the Registration Statement (the “**Underwriter’s Warrants**”, together with the Investor Warrants, the “**Warrants**”) and (vi) the Shares underlying the Underwriter’s Warrants, pursuant to a Registration Statement on Form S-1 (File No. 333-260109) initially filed by the Company with the Commission on October 7, 2021, as thereafter amended or supplemented (the “**Prior Registration Statement**”) and a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the “**462(b) Registration Statement**”, and together with the Prior Registration Statement, the “**Registration Statement**”). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering by the Company of the foregoing securities, and in accordance with the Legal Matters section of the Prior Registration Statement, as it pertains to the portions of New York law set forth below. This opinion does not cover the authorization and valid issuance or execution and delivery of the Units, Shares or Warrants under Nevada law, which are the subject of opinion of other counsel.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed (i) the legal capacity of all natural persons executing documents, (ii) the genuineness of all signatures, (iii) the authenticity, accuracy and completeness of all documents submitted to us as originals and the conformity to authentic original documents submitted to us as certified, conformed or reproduced copies. We have relied upon the accuracy and completeness of the information, factual matters, representations, and warranties contained in such documents. We have also assumed that the persons identified as officers of the Company are actually serving in such capacity and that the 462(b) Registration Statement will be declared effective. In our examination of documents, we have assumed that the parties thereto had the power, corporate or other, to enter into and perform all obligations thereunder and the due authorization by all requisite action, corporate or other, the execution and delivery by all parties of the documents, and the validity and binding effect thereof on such parties.

As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

1050 Connecticut Ave., NW, Suite 500  
 Washington, DC 20036

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November 8, 2021



Based upon and subject to the foregoing, we are of the opinion that, assuming the Warrants have been duly authorized, executed and delivered by the Company in accordance with the laws of Nevada, when the 462(b) Registration Statement becomes effective under the Securities Act of 1933, as amended (the “**Act**”), and when such Warrants are duly executed and authenticated in accordance with their terms and issued and delivered, as contemplated by the Registration Statement and the underwriting agreement by and between the Company and the representative of the underwriters, such Warrants will constitute the valid and legally binding obligations of the Company, enforceable in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought, and provided that we express no opinion as to the validity, legally binding effect or enforceability of any provision in the Warrants that requires or relates to adjustments to the exercise price at a price or in an amount that a court would determine in the circumstances under applicable law to be commercially unreasonable or a penalty or forfeiture.

Notwithstanding anything in this letter which might be construed to the contrary, our opinion expressed herein is limited to the laws of the State of New York. We express no opinion with respect to the applicability to, or the effect on, the subject transaction of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any local agencies within any state other than the State of New York. The opinion expressed herein is based upon the law of the State of New York in effect on the date hereof and as of the effective date of the 462(b) Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the 462(b) Registration Statement should such law be changed by legislative action, judicial decision, or otherwise. Except as expressly set forth in our opinion above: (i) we express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof, and (ii) we express no opinion as to compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, to the use of our name as the Company’s United States counsel and to all references made to us in the Initial Registration Statement and in the Prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder. This opinion is given as of the effective date of the 462(b) Registration Statement, and we are under no duty to update the opinions contained herein.

Very truly yours,

/s/ Bevilacqua PLLC



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation in this Registration Statement on Form S-1 of our report dated July 23, 2021(Except for the effects on the financial statements of the stock split, as to which the date is October 6, 2021), relating to the financial statements of Stran & Company, Inc. as of December 31, 2020 and 2019 and to all references to our firm included in this Registration Statement.

B F Benym CPA PC

Certified Public Accountants  
Lakewood, CO  
November 8, 2021

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