

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GALAXY GAMING, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

20-8143439
(I.R.S. Employer
Identification Number)

**6480 Cameron Street, Ste. 305
Las Vegas, Nevada 89118
(702) 939-3254**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Galaxy Gaming, Inc. Amended and Restated
2014 Equity Incentive Plan**
(Full Title of Plan)

**Steven Kopjo
Chief Financial Officer
Galaxy Gaming, Inc.
6480 Cameron Street, Suite 305
Las Vegas, Nevada 89118
(702) 939-3254**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
**William M. Mower, Esq.
Maslon LLP
225 South 6th Street, Suite 2900
Minneapolis, MN 55402**

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
Emerging growth company

Accelerated filer
Smaller reporting 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.

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional 2,000,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), of Galaxy Gaming, Inc., a Nevada corporation (the “Company”), to be issued pursuant to the Galaxy Gaming, Inc. Amended and Restated 2014 Equity Incentive Plan (the “2014 Plan”), which shares of Common Stock are in addition to the shares of Common Stock previously registered on the Company’s registration statement on Form S-8 (File No. 333-237796), filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 23, 2020 (the “Prior Form S-8”). In accordance with General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Company incorporates by reference into this Registration Statement the following documents that the Company has previously filed with the SEC:

- Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on March 25, 2024;
- Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 13, 2024;
- Current Reports on Form 8-K filed with the SEC on March 28, 2024, April 23, 2024, May 24, 2024, May 31, 2024 and July 18, 2024;
- The information specifically incorporated by reference in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 from the Definitive Proxy Statement relating to the 2023 Annual Meeting of Stockholders, filed with the SEC on April 26, 2024; and
- The description of the Company’s Common Stock which is contained in the Company’s Prior Form S-8 filed with the SEC on April 23, 2020, including all amendments and reports filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
4.1	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on February 13, 2009).
4.2	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on February 14, 2020).
5.1*	Opinion of Maslon LLP regarding legality.
10.1	Galaxy Gaming, Inc. Amended and Restated 2014 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 18, 2024).
23.1*	Consent of Maslon LLP (included in Exhibit 5.1).
23.2*	Consent of Moss Adams LLP.
24.1*	Powers of Attorney (included on signature page herein).
107*	Filing Fee Table.

* Filed herewith

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, Nevada, on July 18, 2024.

GALAXY GAMING, INC.

/s/ Steven Kopjo

Steven Kopjo
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Steven Kopjo and Matt Reback, and each of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or such person's substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Matt Reback Matt Reback	President and Chief Executive Officer (Principal Executive Officer)	July 18, 2024
/s/ Steven Kopjo Steven Kopjo	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 18, 2024
/s/ Mark A. Lipparelli Mark A. Lipparelli	Director	July 18, 2024
/s/ Michael Gavin Isaacs Michael Gavin Isaacs	Director	July 18, 2024
/s/ Cheryl A. Kondra Cheryl A. Kondra	Director	July 18, 2024
/s/ Meredith Brill Meredith Brill	Director	July 18, 2024
/s/ Bryan W. Waters Bryan W. Waters	Director	July 18, 2024

July 18, 2024

Galaxy Gaming, Inc.
6480 Cameron Street, Suite 305
Las Vegas, Nevada 89118

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Galaxy Gaming, Inc., a Nevada corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), covering an aggregate of 2,000,000 shares (the “**Shares**”) of the Company’s common stock, par value \$0.001 per share, that may be issued under the terms of the Company’s Amended and Restated 2014 Equity Incentive Plan (the “**Plan**”).

Upon examination of such corporate documents and records as we have deemed necessary or advisable for the purposes hereof, we are of the opinion that the Shares have been duly authorized and, when issued by the Company in accordance with the terms of the Plan and in the manner set forth in the Plan, will be validly issued, fully paid and non-assessable.

We are members of the bar of the State of Minnesota and express no opinion as to the laws of any state or jurisdiction other than the general corporation laws of the State of Nevada. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ MASLON LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Galaxy Gaming, Inc., pertaining to the Galaxy Gaming, Inc. Amended and Restated 2014 Equity Incentive Plan, of our report dated March 22, 2024, relating to the consolidated financial statements of Galaxy Gaming, Inc., (the "Company") , appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

San Diego, California
July 18, 2024

Calculation of Filing Fee Table

FORM S-8

(Form Type)

Galaxy Gaming, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price (1)	Fee Rate	Amount of Registration Fee
Fees to be paid	Equity	Common Stock, \$0.001 par value per share	457(c) and 457(h)	2,000,000	\$1.41 ⁽²⁾	\$2,820,000.00	0.0001476	\$416.23
		Total Offering Amount				\$2,820,000.00		\$416.23
		Total Fees Previously Paid						—
		Total Fee Offsets						—
		Net Fee Due						\$416.23

(1) Pursuant to Rule 416 under the Securities Act Of 1933, as amended (the “Securities Act”), this registration statement shall also cover an indeterminate number of shares of Common Stock that may be issued and resold resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based on the average of the high and low prices of the shares of Common Stock on July 17, 2024.

