

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

**AMENDMENT NO. 12 TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SEQLL INC.**

(Exact name of registrant as specified in its charter)

| Delaware   | 3826   | 46-5319744                           |
|--|--|--------------------------------------|
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

3 Federal Street  
Billerica, MA 01821  
(781) 460-6016

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

Daniel Jones  
Chief Executive Officer  
3 Federal Street  
Billerica, MA 01821  
(781) 460-6016

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

*Copies to:*

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**Approximate date of commencement of proposed sale 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, as amended, 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, 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 | <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 pursuant 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. 12 (this “Amendment No. 12”) to the Registration Statement on Form S-1 of SeqLL Inc. (File No. 333-272908) (the “Registration Statement”) is being filed as an exhibit-only filing solely to file an updated legal opinion of Pryor Cashman LLP as Exhibit 5.1 (the “Legal Opinion”). Accordingly, this Amendment No. 12 consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page to the Registration Statement, and the Legal Opinion filed herewith as Exhibit 5.1. The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

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## PART II

## INFORMATION NOT REQUIRED IN PROSPECTUS

## Item 16. Exhibits and Financial Statement Schedules.

## (a) Exhibits

The exhibits to the registration statement are listed in the Exhibit Index attached hereto and are incorporated by reference herein.

| Exhibit Number | Description of Exhibits  | Incorporation by Reference |             |                |
|----------------|--|----------------------------|-------------|----------------|
|                |  | Form                       | Filing Date | Exhibit Number |
| 1.1            | <a href="#">Form of Underwriting Agreement</a>   | —                          | **          | —              |
| 2.1            | <a href="#">Agreement and Plan of Reorganization</a>   | 8-K                        | 5/31/23     | 2.1            |
| 2.2            | <a href="#">Amendment No. 1 to Agreement and Plan of Reorganization</a>  | 8-K                        | 6/23/23     | 2.2            |
| 2.3            | <a href="#">Amendment No. 2 to Agreement and Plan of Reorganization</a>  | —                          | **          | —              |
| 2.4            | <a href="#">Amendment No. 3 to Agreement and Plan of Reorganization</a>  | —                          | **          | —              |
| 2.5            | <a href="#">Amendment No. 4 to Agreement and Plan of Reorganization</a>  | —                          | **          | —              |
| 2.6            | <a href="#">Amendment No. 5 to Agreement and Plan of Reorganization</a>  | —                          | **          | —              |
| 3.1            | <a href="#">Amended and Restated Certificate of Incorporation, as currently in effect</a>  | 8-K                        | 8/31/21     | 3.1            |
| 3.2            | <a href="#">Amended and Restated Bylaws, as currently in effect</a>  | 8-K                        | 8/31/21     | 3.2            |
| 4.1            | <a href="#">Specimen common stock certificate</a>  | S-1/A                      | 5/22/19     | 4.1            |
| 4.2            | <a href="#">Form of outstanding Warrant</a>  | S-1                        | 4/23/19     | 4.4            |
| 4.3            | <a href="#">Form of Warrant Agency Agreement dated August 31, 2021 between SeqLL Inc. and VSTOCK Transfer LLC</a>  | 8-K                        | 8/31/21     | 10.1           |
| 4.4            | <a href="#">Form of outstanding Common Stock Purchase Warrant</a>  | S-1/A                      | 8/16/21     | 4.6            |
| 4.5            | <a href="#">Form of Representative's Warrant</a>   | —                          | **          | —              |
| 4.6            | <a href="#">Form of Warrant Agency Agreement between SeqLL Inc. and VStock Transfer LLC</a>  | —                          | **          | —              |
| 4.7            | <a href="#">Form of Series A Warrant</a>   | —                          | **          | —              |
| 4.8            | <a href="#">Form of Series B Warrant</a>   | —                          | **          | —              |
| 4.9            | <a href="#">Form of Pre-Funded Warrant</a>   | —                          | **          | —              |
| 5.1            | <a href="#">Opinion of Pryor Cashman LLP</a>   | —                          | *           | —              |
| 10.1           | <a href="#">Amended and Restated 2014 Equity Incentive Plan</a>  | S-1                        | 3/31/21     | 10.1           |
| 10.2           | <a href="#">Atlantic International Corp. 2023 Equity Incentive Plan</a>  | 14A                        | 6/05/23     | Annex B        |
| 10.3           | <a href="#">Voting Proxy Agreement dated as of May 29, 2023</a>  | 14A                        | 6/05/23     | Annex D        |
| 10.4           | <a href="#">Asset Purchase Agreement dated as of May 29, 2023</a>  | 8-K                        | 5/31/23     | 10.1           |
| 10.5           | <a href="#">Fairness Opinion dated May 23, 2023</a>  | 14A                        | 6/05/23     | Annex C        |
| 10.6           | <a href="#">Form of Consulting Agreement between Atlantic International Corp. and Robert Machinist</a>   | —                          | **          | —              |
| 10.7           | <a href="#">Form of Executive Employment Agreement between Atlantic International Corp. and Christopher Broderick</a>  | —                          | **          | —              |
| 10.8           | <a href="#">Form of Executive Employment Agreement between Atlantic International Corp. and Michael Tenore</a>   | —                          | **          | —              |
| 10.9           | <a href="#">Form of Executive Employment Agreement between Atlantic International Corp. and Jeffrey Jagid</a>  | —                          | **          | —              |
| 10.10          | <a href="#">Employment Agreement dated August 31, 2021 by and between Lyneer and Todd McNulty</a>  | —                          | **          | —              |
| 10.11          | <a href="#">Employment Agreement dated August 31, 2021 by and between Lyneer and James Radvany</a>   | —                          | **          | —              |
| 10.12          | <a href="#">Allocation Agreement dated as of December 31, 2023 by and among Lyneer Investments LLC and its subsidiaries; IDC Technologies Inc. and Prateek Gattani</a> | —                          | **          | —              |

| Exhibit Number | Description of Exhibits   | Incorporation by Reference |             |                |
|----------------|---|----------------------------|-------------|----------------|
|                |   | Form                       | Filing Date | Exhibit Number |
| 10.13          | <a href="#">Second Omnibus Agreement dated as of January 16, 2024 by IDC Technologies Inc., Lyneer Investments LLC and its subsidiaries, PBC Lyneer Holdings LLC, as Administrative Agent, and PBC Lyneer Co-Investors, L.P.</a>                                | —                          | **          | —              |
| 10.14          | <a href="#">Limited Consent and Fifth Amendment to ABL Credit Agreement and Forbearance Agreement dated as of January 16, 2024 by and among IDC Technologies Inc., Lyneer Investments LLC and its subsidiaries, and BMO Bank, N.A., as Administrative Agent</a> | —                          | **          | —              |
| 10.15          | <a href="#">Sixth Amendment to Loan Agreement and Forbearance Agreement dated as of January 16, 2024 by and among IDC Technologies Inc., Lyneer Investments LLC and its subsidiaries, and SPP Credit Advisors LLC</a>   | —                          | **          | —              |
| 10.16          | <a href="#">Form of Convertible Promissory Note to be issued by Atlantic International Corp. to IDC Technologies Inc.</a>   | —                          | **          | —              |
| 10.17          | <a href="#">Form of Limited Guaranty and Pledge Agreement</a>   | —                          | **          | —              |
| 21.1           | <a href="#">Subsidiaries of Registrant</a>  | S-1                        | 4/23/19     | 21.1           |
| 23.1           | <a href="#">Consent of Wolf &amp; Company, P.C., independent registered public accounting firm</a>  | —                          | **          | —              |
| 23.2           | <a href="#">Consent of RBSM LLP</a>   | —                          | **          | —              |
| 23.3           | <a href="#">Consent of Pryor Cashman LLP (included in Exhibit 5.1)</a>  | —                          | *           | —              |
| 24.1           | <a href="#">Power of Attorney (included on signature page to this registration statement)</a>   | —                          | **          | —              |
| 107            | <a href="#">Filing Fee Table</a>  | —                          | **          | —              |

\* Filed with this amendment.

\*\* Previously filed.

(b) *Financial Statement Schedules.*

All other schedules are omitted because they are not required, are not applicable, or the information is included in the financial statements or the related notes to financial statements thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woburn, State of Massachusetts, on this 1<sup>st</sup> day of February, 2024.

**SEQLL INC.**

By: /s/ Daniel Jones  
Daniel Jones  
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 and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>   | <b>Date</b>      |
|---|--|------------------|
| <u>/s/ Daniel Jones</u><br>Daniel Jones     | Chief Executive Officer and Chairman<br><i>(Principal Executive Officer)</i>   | February 1, 2024 |
| <u>/s/ Frances Scally</u><br>Frances Scally | Chief Financial Officer<br><i>(Principal Financial and Accounting Officer)</i> | February 1, 2024 |
| <u>/s/ *</u><br>Patrice M. Milos            | Director   | February 1, 2024 |
| <u>/s/ *</u><br>Douglas Miscoll             | Director   | February 1, 2024 |
| <u>/s/ *</u><br>David Pfeffer               | Director   | February 1, 2024 |
| <u>*/s/ Daniel Jones</u><br>Daniel Jones    |  | February 1, 2024 |

By: Daniel Jones, as Attorney-in-Fact

February 1, 2024

SeqLL Inc.  
3 Federal Street  
Billerica, MA 01821

Ladies and Gentlemen:

We have acted as counsel to SeqLL Inc., a Delaware corporation (the "**Company**"), in connection with the preparation of the Company's registration statement on Form S-1, Registration No. 333-272908 (the "**Registration Statement**"), under the Securities Act of 1933, as amended (the "**Securities Act**"), initially filed by the Company with the Securities and Exchange Commission (the "**Commission**") on June 23, 2023, as thereafter amended or supplemented. The Registration Statement relates to the registration of the proposed offer and sale of (i) a proposed maximum aggregate offering price of \$98,900,000 of units (each, a "**Unit**" and collectively, the "**Units**"), each Unit consisting of (x) one share (each, an "**Offered Share**" and collectively, the "**Offered Shares**") of the Company's common stock, par value \$0.00001 per share (the "**Common Stock**"), (y) one Series A common stock purchase warrant (each, a "**Series A Offered Warrant**" and collectively, the "**Series A Offered Warrants**") that will be substantially in the form filed as Exhibit 4.7 to the Registration Statement and will be issued under the warrant agency agreement (the "**Warrant Agency Agreement**"), to be dated on or about the date of the first issuance of the Units, by and between the Company and VStock Transfer, LLC, as warrant agent (the "**Warrant Agent**") and to be substantially in the form filed as Exhibit 4.6 to the Registration Statement, to purchase one share of Common Stock (each, a "**Series A Offered Warrant Share**" and collectively, the "**Series A Offered Warrant Shares**") at an initial exercise price equal to 130% of the public offering price per Unit and expiring five years from date of issuance and (z) one Series B common stock purchase warrant (each, a "**Series B Offered Warrant**" and collectively, the "**Series B Offered Warrants**" and, collectively with the Series A Offered Warrants, the "**Offered Warrants**") that will be substantially in the form filed as Exhibit 4.8 to the Registration Statement and will be issued under the Warrant Agency Agreement to purchase one share of Common Stock (each, a "**Series B Offered Warrant Share**" and collectively, the "**Series B Offered Warrant Shares**") at an initial exercise price equal to 200% of the public offering price per Unit and expiring five years from date of issuance; and (ii) a proposed maximum aggregate offering price of \$621,000 of Common Stock to be issued upon the exercise of warrants (the "**Representative's Warrants**") to purchase shares of Common Stock (the "**Representative Warrant Shares**"), to be issued to EF Hutton, division of Benchmark Investments, Inc. (the "**Representative**"), or its designees, as compensation for its services pursuant to the underwriting agreement to be entered into by and between the Company, the Representative and the other underwriters named therein (the "**Underwriting Agreement**"). The Series A Offered Warrant Shares and the Series B Offered Warrant Shares are collectively referred to as the "**Offered Warrant Shares**," the Offered Warrants and the Representative's Warrants are collectively referred to as the "**Warrants**," the Offered Warrant Shares and the Representative Warrant Shares are collectively referred to as the "**Warrant Shares**," and the Shares, the Warrants and the Warrant Shares are collectively referred to as the "**Securities**."

In rendering the opinion set forth herein, we have examined the originals, or photostatic or certified copies, of (i) the Amended and Restated Certificate of Incorporation (the "**Certificate of Incorporation**") and the Bylaws (the "**Bylaws**") of the Company, each as amended to date and as filed as exhibits to the Registration Statement, (ii) certain resolutions of the Board of Directors of the Company related to the filing of the Registration Statement, the authorization and issuance of the Securities and related matters, (iii) the Registration Statement and all exhibits thereto, (iv) the form of Underwriting Agreement, (v) the form of Warrant Agency Agreement to be entered into by the Company and the Warrant Agent, (vi) a certificate executed by an officer of the Company, dated as of the date hereof, (vii) the forms of the Offered Warrants and the Representative's Warrants, and (viii) such other records, documents and instruments as we deemed relevant and necessary for purposes of the opinion stated herein. In making the foregoing examination we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies, and the authenticity of the originals of such copies. As to all questions of fact material to this opinion, where such facts have not been independently established, we have relied, to the extent we have deemed reasonably appropriate, upon representations or certificates of officers of the Company or governmental officials.

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With regard to our opinion regarding the Warrants and the Warrant Shares, we express no opinion to the extent that, notwithstanding its current reservation of Warrant Shares, future issuances of securities of the Company, including the Warrant Shares, or anti-dilution adjustments to outstanding securities of the Company, including the Warrants, or changes in the market price per share of the Common Stock, cause the Warrants to be exercisable for more shares of Common Stock than the number that then remain authorized but unissued. Further, we have assumed the Exercise Price (as defined in the Offered Warrants or the Representative's Warrants) will not be adjusted to an amount below the par value per share of the Common Stock.

Our opinions expressed herein are subject to the following qualifications and exceptions: (i) the effect of bankruptcy, insolvency, reorganization, arrangement, moratorium, or other similar laws relating to or affecting the rights of creditors generally, including, without limitation, laws relating to fraudulent transfers or conveyances, preferences, and equitable subordination; (ii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law); and (iii) 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. We express no opinion as to the enforceability of any indemnification or contribution provision, choice of law provision or as to the enforceability of any provision that may be deemed to constitute liquidated damages.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware and, with respect to the Warrants constituting valid and legally binding obligations of the Company, the laws of the State of New York, and we express no opinion as to the laws, statutes, rules or regulations of any other jurisdictions. The reference and limitation to the "General Corporation Law of the State of Delaware" includes all applicable Delaware statutory provisions of law and reported judicial decisions interpreting these laws. Our opinion is based on these laws as in effect on the date hereof. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation. Where our opinions expressed herein refer to events to occur at a future date, we have assumed that there will have been no changes in the relevant law or facts between the date hereof and such future date. Our opinions expressed herein are limited to the matters expressly stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Not in limitation of the foregoing, we are not rendering any opinion as to the compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) the execution and delivery of the Underwriting Agreement by the parties thereto, (ii) the effectiveness of the Registration Statement and the completion of the offering as contemplated by the Registration Statement, (iii) the issuance of the Securities pursuant to the terms of the Underwriting Agreement, and (iv) the receipt by the Company of the consideration for the Securities specified in the resolutions of the Company's Board of Directors or a committee thereof:

1. The Offered Shares will be validly issued, fully paid and non-assessable.
2. The Series A Offered Warrants and the Series A Offered Warrant Shares issuable upon exercise of the Series A Offered Warrants will have been duly authorized, and if, as and when issued in accordance with the terms of the Series A Offered Warrants and the payment of the exercise price therefore, such Series A Offered Warrant Shares will be validly issued, fully paid and non-assessable.
3. The Series B Offered Warrants and the Series B Offered Warrant Shares issuable upon exercise of the Series B Offered Warrants will have been duly authorized, and if, as and when issued in accordance with the terms of the Series B Offered Warrants and the payment of the exercise price therefore, if any, such Series B Offered Warrant Shares will be validly issued, fully paid and non-assessable.
4. The Representative's Warrants and the Representative's Warrant Shares will have been duly authorized, and if, as and when issued in accordance with the terms of the Representative's Warrants and the payment of the exercise price therefore, the Representative's Warrant Shares will be validly issued, fully paid and non-assessable.
5. The Warrants will be valid and legally binding obligations of the Company.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. We further consent to the reference to our firm under the caption "Legal Matters" in the prospectus constituting a part of the Registration Statement. In giving this consent, we are not admitting that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission. This opinion is given as of the date hereof and we assume no obligation to update or supplement such opinion after the date hereof to reflect any facts or circumstances that may thereafter come to our attention or any changes that may thereafter occur.

Very truly yours,

/s/ PRYOR CASHMAN LLP