

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

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

**MEDAVAIL HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

Delaware

90-0772394

(State or other jurisdiction of  
incorporation or organization)

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

4720 East Cotton Gin Loop, Suite 220,  
Phoenix, Arizona 85040  
(877) 830-0826

(Address of principal executive offices, including zip code)

MedAvail Holdings, Inc. 2020 Equity Incentive Plan  
(Full title of the plan)

Mark Doerr  
Chief Executive Officer  
MedAvail Holdings, Inc.  
4720 East Cotton Gin Loop, Suite 220  
Phoenix, Arizona 85040  
(877) 830-0826

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

Copies to:

John J. McIlvery, Esq.  
Stubbs Alderton & Markiles, LLP  
15260 Ventura Boulevard, 20th Floor  
Sherman Oaks, CA 91403  
(818) 444-4500

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 the Securities Act. ☐

## EXPLANATORY NOTE

### REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is filed by MedAvail Holdings, Inc., a Delaware corporation (the “**Registrant**”), for the purpose of registering 4,008,486 additional shares of common stock, par value \$0.001 per share (the “**Common Stock**”), reserved for issuance pursuant to future awards under the Registrant’s 2020 Equity Incentive Plan (the “**2020 Plan**”) as a result of the annual evergreen increase under the 2020 Plan, which Common Stock is in addition to the Common Stock registered pursuant to the registration statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “**Commission**”) on April 8, 2022 (File No. 333-264206), April 19, 2021 (File No. 333-255351), and December 2, 2020 (File No. 333-251063) (the “**Prior Registration Statements**”).

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), are hereby incorporated by reference herein and shall be deemed to be a part hereof:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on [April 14, 2023](#);

(b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, as filed with the Commission on [May 18, 2023](#), and the Registrant's Current Reports on Form 8-K, as filed with the Commission on [January 19, 2023](#) (other than Item 2.02 thereof), [January 26, 2023](#) (other than Item 2.02 thereof), [February 10, 2023](#), [February 16, 2023](#), [March 14, 2023](#), [April 3, 2023](#), [April 6, 2023](#), [April 17, 2023](#), [April 28, 2023](#), [May 4, 2023](#), [May 8, 2023](#), [June 16, 2023](#) and [June 29, 2023](#); and

(c) The description of the Registrant’s Common Stock contained in the Registration Statement on Form 8-A filed with the Commission on [July 9, 2014](#), including the updates to such description in [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on [April 14, 2023](#), and including any other amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be 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 subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. The Registrant’s file number with the Commission is No. 001-36533.

**Item 8. Exhibits.**

Exhibit Number	Description	Filed Herewith	Incorporated by Reference			
			Form	File No.	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Certificate of Incorporation of MedAvail Holdings, Inc.</a>		8-K	001-36533	3.1	November 18, 2020
4.2	<a href="#">Amended and Restated Bylaws of MedAvail Holdings, Inc.</a>		8-K	001-36533	3.2	November 18, 2020
4.3	<a href="#">MedAvail Holdings, Inc. 2020 Equity Incentive Plan and forms of agreement thereunder</a>		8-K	001-36533	10.11	November 18, 2020
5.1	<a href="#">Opinion of Stubbs, Alderton &amp; Markiles, LLP</a>	X				
23.1	<a href="#">Consent of Stubbs, Alderton &amp; Markiles, LLP (included in Exhibit 5.1)</a>	X				
23.2	<a href="#">Consent of PricewaterhouseCoopers, LLP, Independent Registered Public Accounting Firm</a>	X				
23.3	<a href="#">Consent of Baker Tilly US, LLP</a>	X				
24.1	<a href="#">Power of Attorney (contained on signature page hereto)</a>	X				
107	<a href="#">Filing Fee Table</a>	X				

## 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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, Arizona, on June 29, 2023.

**MEDAVAIL HOLDINGS,  
INC.**

By: /s/ Mark Doerr

Mark Doerr  
President and Chief  
Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Mark Doerr and Ramona Seabaugh, and each of them, as such person's true and lawful attorney-in-fact and agent 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 or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, 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 foregoing, 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 either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Mark Doerr</u> Mark Doerr	Chief Executive Officer, President and Director (Principal Executive Officer)	June 29, 2023
<u>/s/ Ramona Seabaugh</u> Ramona Seabaugh	Chief Financial Officer (Principal Financial and Accounting Officer)	June 29, 2023
<u>/s/ Rob Faulkner</u> Rob Faulkner	Chair of the Board	June 29, 2023
<u>/s/ Paul Johnson</u> Paul Johnson	Director	June 29, 2023
<u>/s/ Michael Kramer</u> Michael Kramer	Director	June 29, 2023
<u>/s/ Laurie McGraw</u> Laurie McGraw	Director	June 29, 2023
<u>/s/ Glen Stettin</u> Glen Stettin	Director	June 29, 2023

## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)**MedAvail Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

## CALCULATION OF REGISTRATION FEE

Security Type	Title of Securities to be Registered	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for future issuance under the 2020 Equity Incentive Plan	457(c) and 457(h)	4,008,486	\$0.2682	\$1,075,075.95	\$0.00011020	\$118.47
<b>Total Offering Amounts</b>					\$1,075,075.95		\$118.47
<b>Total Fees Previously Paid</b>							—
<b>Total Fee Offsets(3)</b>							—
<b>Net Fee Due</b>				-			\$118.47

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional securities that may be offered or issued in connection with any stock splits, stock dividends, recapitalizations other or similar transactions.
- (2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, using the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Capital Market on June 26, 2023.
- (3) The Registrant does not have any fee offsets.

June 29, 2023

MedAvail Holdings, Inc.  
4720 East Cotton Gin Loop, Suite 220  
Phoenix, Arizona 85040

Ladies and Gentlemen:

We have acted as counsel to MedAvail Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”) to be filed with the Securities and Exchange Commission, relating to the registration of 4,008,486 additional shares (the “**Shares**”) of common stock, par value \$0.001 per share, of the Company (the “**Common Stock**”) that may be issued under the Company’s 2020 Equity Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined such matters of fact and questions of law as we have considered appropriate for the purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters and have not independently sought to verify such factual matters.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that that the Shares have been duly authorized and upon issuance and sale in conformity with and pursuant to the Plan, and following receipt by the Company of the consideration therefor, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Sincerely,

/s/ Stubbs Alderton & Markiles, LLP

Stubbs Alderton & Markiles, LLP

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of MedAvail Holdings, Inc. of our report dated March 29, 2022 (except for the effects of presenting the Retail Pharmacy Services business as discontinued operations as discussed in Notes 1, 19 and 20, to which the date is June 29, 2023), relating to the consolidated financial statements, which appears in MedAvail Holdings, Inc.'s Current Report on Form 8-K dated June 29, 2023.

**/s/PricewaterhouseCoopers LLP**

Chartered Professional Accountants, Licensed Public Accountants

Oakville, Canada  
June 29, 2023

PricewaterhouseCoopers LLP  
PwC Centre, 354 Davis Road, Suite 600, Oakville, Ontario, Canada L6J 0C5  
T: +1 905 815 6300, F: +1 905 815 6499, [ca\\_oakville\\_main\\_fax@pwc.com](mailto:ca_oakville_main_fax@pwc.com), [www.pwc.com/ca](http://www.pwc.com/ca)

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of MedAvail Holdings, Inc. of our report dated April 14, 2023 (except for the effects of discontinued operations described in Note 19 to the consolidated financial statements, as to which the date is June 29, 2023), relating to the consolidated financial statements for the year ended December 31, 2022 included in its Current Report (Form 8-K) filed with the Securities and Exchange Commission on June 29, 2023.

**/s/Baker Tilly US, LLP**

**Chartered Professional Accountants, Licensed Public Accountants**

San Diego, California  
June 29, 2023