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

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**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**Bright Green Corporation**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

83-4600841  
(I.R.S. Employer  
Identification No.)

1033 George Hanosh Boulevard  
Grants, NM  
(Address of Principal Executive Offices)

87020  
(Zip Code)

Bright Green Corporation 2022 Omnibus Equity Incentive Plan  
(Full title of the plans)

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Seamus McAuley  
Chief Executive Officer  
1033 George Hanosh Boulevard  
Grants, NM 87020  
(Name and address of agent for service)

(833) 658-1799  
(Telephone number, including area code, of agent for service)

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*Copies to:*  
Eric Berlin, Esq.  
Rob Condon, Esq.  
Grant Levine, Esq.  
Dentons US LLP  
233 South Wacker Drive, Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-2515

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

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**PART I.**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). The document(s) containing the information specified in Part I will be sent or given to participants in the Bright Green Corporation 2022 Omnibus Equity Incentive Plan (the "Plan") as specified by Rule 428(b)(1) of the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the "Commission") as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in the registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II.**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents filed with the Commission are hereby incorporated by reference in this registration statement:

- a. Our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with SEC on April 17, 2023;
- b. The Current Reports on Form 8-K filed with the SEC on [February 15, 2023](#) and [May 4, 2023](#); and
- c. The description of the registrant's common stock contained in the registrant's registration statement on [Form 8-A](#), filed by the registrant with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on May 13, 2022, including any amendments or reports filed for the purpose of updating such description.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded 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 such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

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**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law (“DGCL”) provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee, or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee, or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was illegal. The registrant’s amended and restated bylaws includes such provisions related to the registrant’s authority to indemnify a director, officer, employee, fiduciary, or agent.

Section 145 of the DGCL also provides that Delaware corporation may indemnify any person who is, or is threatened to be made, a party to any threatened, pending, or completed action or suit by or in the right of the corporation by reason of the fact that such person was a director, officer, employee, or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee, or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation’s best interests, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation.

Under the DGCL, where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses which such officer or director has actually and reasonably incurred. Article VI, Section 8.1 of the registrant’s amended and restated bylaws contains a mandatory indemnification provision, which requires us to indemnify a person in the defense of any proceeding to which the person was a party because the person is or was a director or officer, against reasonable expenses incurred by him or her in connection with the proceeding.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><u>Certificate of Incorporation of the registrant, filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1, filed with the SEC on May 4, 2022.</u></a>
4.2	<a href="#"><u>Amended and Restated Certificate of Incorporation of the registrant, filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on June 7, 2022.</u></a>
4.3	<a href="#"><u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Bright Green Corporation, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on December 16, 2022.</u></a>
4.4	<a href="#"><u>Bylaws of the registrant, filed as Exhibit 3.3 to the Company's Registration Statement on Form S-1, filed with the SEC on May 4, 2022</u></a>
4.5	<a href="#"><u>Amended and Restated Bylaws of the registrant, filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on June 7, 2022.</u></a>
5.1*	<a href="#"><u>Opinion of Dentons US LLP.</u></a>
23.1*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
23.3*	<a href="#"><u>Consent of Dentons US LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page of this registration statement).</u></a>
99.1	<a href="#"><u>Bright Green Corporation 2022 Omnibus Equity Compensation Plan, filed as Exhibit 10.1 to the Company's Current Report on Form 8-k, filed with the SEC on December 16, 2022.</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

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\* Filed herewith.

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**Item 9. Undertakings.**

(a) The 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;

(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 a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(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 (a)(1)(i) and (a)(1)(ii) herein do not apply if 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 Exchange Act (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities Act 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 Securities Act and will be governed by the final adjudication of such issue.

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**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 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 Grants, State of New Mexico, on May 18, 2023.

**BIGHT GREEN CORPORATION**

By: /s/ Seamus McAuley

Name: Seamus McAuley

Title: Chief Executive Officer

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**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Seamus McAuley and Saleem Elmasri as such person’s true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person’s name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent 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 any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Seamus McAuley</u> Seamus McAuley	Chief Executive Officer (Principal Executive Officer)	May 18, 2023
<u>/s/ Saleem Elmasri</u> Saleem Elmasri	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 18, 2023
<u>/s/ Terry Rafih</u> Terry Rafih	Executive Chairman	May 18, 2023
<u>/s/ Alfie Morgan</u> Alfie Morgan	Director	May 18, 2023
<u>/s/ Lynn Stockwell</u> Lynn Stockwell	Director	May 18, 2023
<u>/s/ Dean Valore</u> Dean Valore	Director	May 18, 2023
<u>/s/ Robert Arnone</u> Robert Arnone	Director	May 18, 2023

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May 18, 2023

Bright Green Corporation  
1033 George Hanosh Boulevard  
Grants, NM 87020

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel Bright Green Corporation, a corporation organized under the laws of the State of Delaware (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act") of the issuance from time to time of 13,547,384 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), pursuant to the Company's 2022 Omnibus Equity Compensation Plan, (the "2022 Plan") on a Registration Statement on Form S-8 being filed on the date hereof by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act (such registration statement, as it may be amended, the "Registration Statement").

We are delivering this opinion to you in accordance with your request and in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with rendering this opinion, we have examined originals, certified copies or copies otherwise identified as being true copies of the following:

1. the Registration Statement, together with the exhibits filed as a part thereof and including any documents incorporated by reference therein;
2. Certificate of Incorporation of the Company, as amended and restated;
3. Bylaws of the Company, as amended and restated;
4. the 2022 Plan;
5. corporate resolutions and proceedings of the Company relating to its proposed issuance of the Shares; and
6. such other instruments and documents as we have deemed relevant or necessary in connection with our opinions set forth herein.

We have made such examination of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies.

Based on the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion, assuming no change in the applicable law or pertinent facts and having due regard for such legal considerations as we deem relevant, that the Shares, when issued and paid for in accordance with the terms of the 2022 Plan, will be validly issued, fully paid and non-assessable.

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This opinion is limited in all respects to the General Corporation Law of the State of Delaware and to the Delaware Limited Liability Company Act, and we express no opinion as to the laws, statutes, rules or regulations of any other jurisdiction. The references and limitations to the “General Corporation Law of the State of Delaware” and the “Delaware Limited Liability Company Act” include all applicable Delaware statutory provisions of law and reported judicial decisions interpreting these laws.

This opinion is solely for your benefit and may not be furnished to, or relied upon by, any other person or entity without the express prior written consent of the undersigned, however, we hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement. We do not, by giving such consent, admit 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 thereunder.

Very truly yours,

*/s/ Dentons US LLP*

Dentons US LLP

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SRCO, C.P.A., Professional Corporation  
Certified Public Accountants  
14 WynnGate Lane  
Amherst, NY 14221  
U.S. A  
Tel: 416 428 1391 & 416 671 7292  
Fax: 905 882 9580  
Email: info@srco.ca

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Bright Green Corporation of our report dated April 17, 2023, relating to the financial statements of Bright Green Corporation, appearing in the annual report on Form 10-K for the years ended December 31, 2022 and 2021.

*/s/ SRCO, C.P.A., Professional Corporation*

Amherst, NY  
May 18, 2023

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## CALCULATION OF FILING FEE TABLES

## Form S-8

## Bright Green Corporation

**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee <sup>(4)</sup>
Equity	Common Stock, \$0.0001 par value per share	457(c) and 457(h)	13,547,384 <sup>(2)</sup>	\$ 1.0425 <sup>(3)</sup>	\$ 14,123,148	0.0001102	\$ 1,557.00
Total Offering Amounts					\$		\$ 1,557.00
Total Fee Offsets							—
Net Fee Due							\$ 1,557.00

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock (“Common Stock”) of Bright Green Corporation. (the “Registrant”) that become issuable under the Bright Green Corporation 2022 Omnibus Equity Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock, as applicable.

(2) Represents 13,547,384 shares of Common Stock reserved for issuance under the Plan.

(3) Estimated in accordance with Rule 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Capital Market on May 12, 2023.

(4) The Registrant does not have any fee offsets.