

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Real Goods Solar, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Colorado**  
(State or other Jurisdiction of Incorporation of  
Incorporation or Organization)

**26-1851813**  
(I.R.S. Employer  
Identification No.)

**110 16<sup>th</sup> Street, Suite 300,  
Denver, CO 80202**  
(Address of Principal Executive Offices) (Zip Code)

**Real Goods Solar, Inc. 2018 Long-Term Incentive Plan**  
(Full Title of the Plan)

**Alan Fine**  
**Chief Financial Officer**  
**Real Goods Solar, Inc.**  
**110 16<sup>th</sup> Street, Suite 300**  
**Denver, CO 80202**  
**(303) 222-8300**

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

*Copy to:*  
**Rikard Lundberg, Esq.**  
**Brownstein Hyatt Farber Schreck, LLP**  
**410 Seventeenth Street, Suite 2200**  
**Denver, Colorado 80202**  
**(303) 223-1100**

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 type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input 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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1) (2)</b>	<b>Proposed maximum offering price per share (3)</b>	<b>Proposed maximum aggregate offering price (3)</b>	<b>Amount of registration fee (3)</b>
Class A Common Stock, \$0.0001 par value	1,300,000	\$0.75	\$975,000	\$121.39

- (1) This Registration Statement registers 1,300,000 shares of Class A Common Stock, par value \$0.0001 per share, of Real Goods Solar, Inc. (the “Registrant”) available for awards (including any options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance awards or dividend equivalents) under the Registrant’s 2018 Long-Term Incentive Plan (the “Incentive Plan”).
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares as may result from anti-dilution adjustments under the Incentive Plan and the Option Agreement which may hereinafter be offered or issued pursuant to the Incentive Plan and the Option Agreement to prevent dilution resulting from stock dividends, stock splits, recapitalizations or certain other capital adjustments.
- (3) Estimated solely for the purpose of determining the amount of the registration fee pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, based upon the average of the high and low prices of the Registrant’s Common Stock on The Nasdaq Capital Market on June 27, 2018.

## PART I

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

#### Item 1. Plan Information.

Information required by Item 1 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, and the Note to Part I of Form S-8.

#### Item 2. Registrant Information and Employee Plan Annual Information.

Information required by Item 2 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, and the Note to Part I of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed with the SEC by the Registrant, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement:

- The Registrant's Annual Report on Form 10-K for the year ended December 31, 2017, filed April 2, 2018;
- The Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2018, filed May 11, 2018;
- The Registrant's Current Reports on Form 8-K (including amendments thereto) filed on January 2, 2018 (other than information furnished pursuant to Item 2.02 and Item 7.01 of Form 8-K), January 3, 2018 (other than information furnished pursuant to Item 7.01 of Form 8-K), January 4, 2018 (other than information furnished pursuant to Item 7.01 of Form 8-K), January 25, 2018, February 12, 2018, March 12, 2018, April 2, 2018 (other than information furnished pursuant to Item 2.02 and Item 7.01 of Form 8-K), April 10, 2018, April 24, 2018, June 5, 2018, June 7, 2018 (other than information furnished pursuant to Item 7.01 of Form 8-K), June 21, 2018, June 22, 2018 and June 26, 2018; and
- The description of the Registrant's Common Stock contained in its registration statement on Form 8-A filed on May 5, 2008, including any amendments or reports filed for the purpose of updating such description (other than any portion of such filings that are furnished under applicable SEC rules rather than filed).

All documents subsequently filed by the Registrant (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that 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 part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference 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 incorporated or deemed to be incorporated herein by reference modifies or supersedes such prior 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 4. Description of Securities.

Not Applicable.

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

None.

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

The Colorado Business Corporation Act (the "CBCA") generally provides that a corporation may indemnify a person made party to a proceeding because the person is or was a director against liability incurred in the proceeding if: the person's conduct was in good faith; the person reasonably believed, in the case of conduct in an official capacity with the corporation, that such conduct was in the corporation's best interests, and, in all other cases, that such conduct was at least not opposed to the corporation's best interests; and, in the case of any criminal proceeding, the person had no reasonable cause to believe that the person's conduct was unlawful. The CBCA prohibits such indemnification in a proceeding by or in the right of the corporation in which the person was adjudged liable to the corporation or in connection with any other proceeding in which the person was adjudged liable for having derived an improper personal benefit. The CBCA further provides that, unless limited by its articles of incorporation, a corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director or officer of the corporation, against reasonable expenses incurred by the person in connection with the proceeding. In addition, a director or officer, who is or was a party to a proceeding, may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. The CBCA allows a corporation to indemnify and advance expenses to an officer, employee, fiduciary or agent of the corporation to the same extent as a director.

As permitted by the CBCA, the Registrant's articles of incorporation and bylaws generally provide that the Registrant shall indemnify its directors and officers to the fullest extent permitted by the CBCA. In addition, the Registrant may also indemnify and advance expenses to an officer who is not a director to a greater extent, not inconsistent with public policy, and if provided for by its bylaws, general or specific action of the Registrant's board of directors or shareholders.

The Registrant has entered into substantively identical Indemnification Agreements with certain current and former directors and officers (the "Indemnitees"), which generally provide that, to the fullest extent permitted by Colorado law, the Registrant shall indemnify such Indemnitee if the Indemnitee was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee is or was or has agreed to serve at the Registrant's request as a director, officer, employee or agent of the Registrant, or while serving as a director or officer of the Registrant, is or was serving or has agreed to serve at the Registrant's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity or by reason of the imposition upon such officer or director of any federal and/or state income tax obligation (inclusive of any interest and penalties, if applicable), that is imposed on such officer or director with respect to income, "phantom income," rescinded or unconsummated transactions, or any other allegedly taxable event for which no benefit was received by such officer or director. The indemnification obligation includes, without limitation, claims for monetary damages against an Indemnitee in respect of an alleged breach of fiduciary duties and generally covers expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by an Indemnitee or on an Indemnitee's behalf in connection with such action, suit or proceeding and any appeal therefrom, but shall only be provided if the Indemnitee acted in good faith, and, in the case of conduct in an official capacity with the corporation, if such conduct was in the Registrant's best interests, and, in all other cases, if such conduct was at least not opposed to the Registrant's best interests; and, with respect to any criminal action, suit or proceeding, if the Indemnitee had no reasonable cause to believe the Indemnitee's conduct was unlawful.

Section 7-108-402(1) of the CBCA permits a corporation to include in its articles of incorporation a provision eliminating or limiting the personal liability of directors to the corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director (except for breach of a director's duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, unlawful distributions, or any transaction from which the director derived improper personal benefit). Further, Section 7-108-402(2) of the CBCA provides that no director or officer shall be personally liable for any injury to persons or property arising from a tort committed by an employee, unless the director or officer was either personally involved in the situation giving rise to the litigation or committed a criminal offense in connection with such situation.

As permitted by the CBCA, the Registrant's articles of incorporation provide that the personal liability of the Registrant's directors to the Registrant or its shareholders is limited to the fullest extent permitted by the CBCA. The Indemnification Agreements described above also provide that the Registrant's indemnification obligation includes, without limitation, claims for monetary damages against the Indemnitee in respect of an alleged breach of fiduciary duties to the fullest extent permitted by the CBCA.

Section 7-109-108 of the CBCA provides that a corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of another entity or an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, fiduciary or agent, whether or not the corporation would have power to indemnify the person against the same liability under the CBCA.

As permitted by the CBCA, the Registrant's bylaws authorize the Registrant to purchase and maintain such insurance. The Registrant currently maintains a directors and officers insurance policy insuring its past, present and future directors and officers, within the limits and subject to the limitations of the policy, against expenses in connection with the defense of actions, suits or proceedings, and certain liabilities that might be imposed as a result of such actions, suits or proceedings.

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

Not Applicable.

**Item 8. Exhibits.**

The exhibits listed in the exhibit index immediately following the signature pages are filed as part of this Registration Statement.

**Item 9. Undertakings.**

(a) The undersigned 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 of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this 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 this 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 Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this 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 of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 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 of 1933 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 Denver, State of Colorado, on June 28, 2018.

REAL GOODS SOLAR, INC.  
(Registrant)

By: /s/ Alan Fine  
Alan Fine  
Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PEOPLE BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dennis Lacey and Alan Fine, and each of them severally, as his or her true and lawful attorneys-in-fact and agents, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including, without limitation, pre-effective and post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or 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 has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ian Bowles</u>	Ian Bowles, Chairman of the Registrant's Board of Directors	June 28, 2018
<u>/s/ Dennis Lacey</u>	Dennis Lacey, Chief Executive Officer and Secretary (Principal Executive Officer)	June 28, 2018
<u>/s/ Alan Fine</u>	Alan Fine, Chief Financial Officer and Assistant Secretary (Principal Financial Officer)	June 28, 2018
<u>/s/ Nicolle Dorsey</u>	Nicolle Dorsey, Principal Accounting Officer and Controller	June 28, 2018
<u>/s/ Pavel Bouska</u>	Pavel Bouska, Director	June 28, 2018
<u>/s/ Robert L. Scott</u>	Robert L. Scott, Director	June 28, 2018

## EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#">5.1</a>	<a href="#">Opinion of Brownstein Hyatt Farber Schreck, LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Brownstein Hyatt Farber Schreck, LLP (included in Exhibit 5.1 to this Registration Statement)</a>
<a href="#">23.2</a>	<a href="#">Consent of Moss Adams LLP</a>
<a href="#">23.3</a>	<a href="#">Consent of Hein &amp; Associates LLP</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on the signature page to this Registration Statement)</a>
<a href="#">99.1†</a>	<a href="#">Real Goods Solar, Inc. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 21, 2018 (Commission File No. 001-34044))</a>
<a href="#">99.2†</a>	<a href="#">Form of Real Goods Solar, Inc. Employee Stock Option Agreement (Incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed on June 21, 2018 (Commission File No. 001-34044))</a>

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† Management contract or compensatory plan or arrangement.

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June 28, 2018

Brownstein Hyatt Farber Schreck, LLP  
410 Seventeenth Street, Suite 2200  
Denver, Colorado 80202-4437  
T 303.223.1100 F 303.223.1111

Board of Directors  
Real Goods Solar, Inc.  
110 16<sup>th</sup> Street, Suite 300  
Denver, CO 80202

Ladies and Gentlemen:

We have acted as special counsel to Real Goods Solar, Inc., a Colorado corporation (the "Company"), in connection with its filing with the Securities and Exchange Commission (the "Commission"), under the Securities Act of 1933, as amended (the "Act"), of a Registration Statement on Form S-8 (the "Registration Statement") in connection with the registration of 1,300,000 shares of the Company's Class A common stock, par value \$0.0001 per share (the "Shares"), available for issuance under the Company's 2018 Long-Term Incentive Plan (the "Incentive Plan").

In reaching the opinion stated in this letter, we have reviewed originals or copies of the Registration Statement, the Incentive Plan, the Company's Articles of Incorporation and Bylaws, resolutions of the Board of Directors relating to the Incentive Plan and such other documents as we have considered relevant. We have assumed that: (i) all information contained in all documents that we have reviewed is correct; (ii) all signatures on all documents that we have reviewed are genuine; (iii) all documents submitted to us as originals are true and complete; (iv) all documents submitted to us as copies are true and complete copies of the originals thereof; (v) each natural person signing any document that we have reviewed had the legal capacity to do so; and (vi) each natural person signing in a representative capacity any document that we reviewed had authority to sign in such capacity.

Based upon the foregoing, it is our opinion that the Shares, when sold and issued in the manner referred to in the Registration Statement and the Incentive Plan and upon receipt of any consideration contemplated thereby, will be, validly issued, fully paid and non-assessable.

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K. We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

As to the foregoing matters with respect to which we express our opinion, we advise that we are admitted to practice in the States of Colorado and New York, and do not render any opinion as to legal matters subject to or governed by laws other than the State of Colorado and New York or United States federal jurisprudence.

Very truly yours,

/s/ Brownstein Hyatt Farber Schreck, LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement (Form S-8) of Real Goods Solar, Inc. of our report dated April 2, 2018, relating to the consolidated financial statements of Real Goods Solar, Inc. which report appears in the Form 10-K of Real Goods Solar, Inc. for the year ended December 31, 2017 (and expresses an unqualified opinion and includes an explanatory paragraph relating to going concern uncertainty).

/s/Moss Adams LLP

Denver, Colorado  
June 28, 2018

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Real Goods Solar, Inc. of our report dated March 9, 2017, relating to the consolidated financial statements, which appears in the Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ Hein & Associates LLP

Denver, Colorado  
June 28, 2018

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