

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

FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**ARCHIMEDES TECH SPAC PARTNERS CO.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**(State or other jurisdiction of  
incorporation or organization)**6770**(Primary Standard Industrial  
Classification Code Number)**86-1286799**(I.R.S. Employer  
Identification Number)

**Archimedes Tech SPAC Partners Co.**  
**2093 Philadelphia Pike #1968**  
**Claymont, DE 19703**  
**(650) 560 4753**

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

**Stephen N. Cannon**  
**Archimedes Tech SPAC Partners Co.**  
**c/o Corporation Service Company**  
**251 Little Falls Drive**  
**Wilmington, DE 19808**  
**(650) 560 4753**

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

**Copies to:**

**Mitchell S. Nussbaum**  
**Giovanni Caruso**  
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**345 Park Avenues**  
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**(212) 407-4000**  
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**405 Lexington Avenue**  
**New York, New York 10174**  
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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

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 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-253108

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 ☐  
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. ☐

# CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(6)</sup>
Units, each consisting of one Subunit and one-quarter of one Warrant <sup>(2)</sup>	2,300,000 Units	\$ 10.00	\$ 23,000,000	\$ 2,509.30
Redeemable Warrants included as part of the Units <sup>(3)(4)(5)</sup>	575,000 Warrants	—	—	—
Shares of common stock underlying warrants included in the units	575,000 Shares	11.50	\$ 6,612,500	721.43
Subunits included as part of the Units, each consisting of one share of common stock, \$.0001 par value, and one-quarter of one Warrant <sup>(5)</sup>	2,300,000 Subunits	—	—	—
Shares of common stock included as part of the Subunits <sup>(3)</sup>	2,300,000 Shares	—	—	—
Redeemable Warrants included as part of the Subunits <sup>(3)(5)</sup>	575,000 Warrants	—	—	—
Shares of common stock underlying warrants included in the subunits	575,000 Shares	11.50	\$ 6,612,500	721.43
Total			<u>\$ 36,225,000<sup>(6)</sup></u>	<u>\$ 3,952.15</u>

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-253108).

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(4) Excludes the 575,000 redeemable warrants included as part of the subunits underlying the units.

(5) No fee pursuant to Rule 457(g).

(6) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$181,125,000 on its Registration Statement on Form S-1, as amended (File No. 333-253108), which was declared effective by the Securities and Exchange Commission on March 10, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$36,225,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462 (b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of 2,300,000 additional units of Archimedes Tech SPAC Partners Co., a Delaware corporation (the “Registrant”), each consisting of (i) one subunit consisting of one share of common stock, \$.0001 par value per share, and one quarter of one warrant and (ii) and one quarter of one warrant, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. Each whole warrant entitles the holder thereof to purchase one share of common stock at a price of \$11.50 per share, subject to certain adjustments, and only whole warrants are exercisable. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-253108) (the “Prior Registration Statement”), initially filed by the Registrant on February 12, 2021 and declared effective by the Securities and Exchange Commission on March 10, 2021. The required opinions of counsel and related consents and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-253108) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	<a href="#">Opinion of Loeb &amp; Loeb LLP</a>
23.1	<a href="#">Consent of Marcum LLP</a>
23.2	<a href="#">Consent of Loeb &amp; Loeb LLP (included in Exhibit 5.1)</a>

## 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 Claymont, Delaware, on the 10th day of March, 2021.

### ARCHIMEDES TECH SPAC PARTNERS

By: /s/ Stephen N. Cannon

Name: Stephen N. Cannon

Title: *Chief Executive Officer*

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 March 10, 2021.

<b>Name</b>	<b>Position</b>
<u>/s/ Eric R. Ball</u> Eric R. Ball	Chairman of the Board of Directors
<u>/s/ Stephen N. Cannon</u> Stephen N. Cannon	Chief Executive Officer & President (Principal Executive Officer)
<u>/s/ Daniel Sheehan</u> Daniel Sheehan	Chief Operating Officer
<u>/s/ Long Long</u> Long Long	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Bryant B. Edwards</u> Bryant B. Edwards	Director
<u>/s/ Luc Julia</u> Luc Julia	Director
<u>/s/ Rajan P. Pai</u> Rajan P. Pai	Director



**LOEB & LOEB LLP**

345 Park Avenue  
New York, NY 10154-1895

**Main** 212.407.4000  
**Fax** 212.407.4990

EXHIBIT 5.1

March 10, 2021

Archimedes Tech SPAC Partners Co.  
2093 Philadelphia Pike #1968  
Claymont, DE 19703

Re: Archimedes Tech SPAC Partners Co.

Ladies and Gentlemen:

We have acted as counsel to Archimedes Tech SPAC Partners Co., a Delaware corporation (the “**Company**”), in connection with the filing by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) of a registration statement on Form S-1 (the “**462(b) Registration Statement**”) for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Act**”), the sale by the Company of (a) up to 2,300,000 additional units of the Company (collectively the “**Units**”), with each Unit consisting of (a) one subunit (the “**Subunits**”), each subunit consisting of one share of common stock, par value \$0.0001 per share (the “**Common Stock**”) and one-quarter of a redeemable warrant (the “**Warrants**”) of the Company, each whole warrant entitling the holder thereof to purchase one share of Common Stock, and (b) one-quarter of a Warrant, each whole warrant entitling the holder thereof to purchase one share of Common Stock. The 462(b) Registration Statement relates to the Company’s Registration Statement on Form S-1, as amended (File No. 333-253108) (the “**Registration Statement**”), initially filed by the Company with the Commission on February 12, 2021 and declared effective by the Commission on March 10, 2021.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

Based upon the foregoing, we are of the opinion that:

**1. Units.** When the 462 (b) Registration Statement becomes effective under the Act and when the offering is completed as contemplated by the Registration Statement and the 462(b) Registration Statement, such Units will be legally binding obligations of the Company, enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that 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; and (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Warrant Agreement.

**2. Subunits.** When the 462 (b) Registration Statement becomes effective under the Act and when the offering is completed as contemplated by the Registration Statement and the 462(b) Registration Statement, such Subunits will be legally binding obligations of the Company, enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that 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; and (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Warrant Agreement.

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**LOEB & LOEB LLP**

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**3. Common Stock.** When the 462(b) Registration Statement becomes effective under the Act and when the offering is completed as contemplated by the Registration Statement and the 462(b) Registration Statement, (i) and when the Common Stock underlying the Units and Subunits is issued, such shares of Common Stock will be validly issued, fully paid and non-assessable, (ii) and when the Common Stock underlying the Public Warrants is issued and paid for in accordance with the terms of the Warrants and Warrant Agreement, such shares of Common Stock will be validly issued, fully paid and non-assessable.

**4. Warrants.** When the 462(b) Registration Statement becomes effective under the Act and when the Warrants underlying the Units and Subunits are issued, delivered and paid for as part of the Units and Subunits, as contemplated by the Registration Statement and the 462(b) Registration Statement, such Warrants will be legally binding obligations of the Company enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that 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; (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Warrant Agreement; and (e) we have assumed the Warrant Price (as defined in the Warrant Agreement) will not be adjusted to an amount below the par value per share of the Common Stock.

Our opinion herein is expressed solely with respect to the Delaware General Corporation Law of the State of Delaware and, as to the Units, Subunits and the Warrants constituting legally binding obligations of the Company, solely with respect to the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the 462(b) Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the 462(b) Registration Statement should the law be changed by legislative action, judicial decision or otherwise. 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.

We hereby consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement, the 462(b) Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Loeb & Loeb LLP  
Loeb & Loeb LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Archimedes Tech SPAC Partners Co. (the "Company") on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 1, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of Archimedes Tech SPAC Partners Co. as of December 31, 2020 and for the period from September 15, 2020 (inception) through December 31, 2020, appearing in the Registration Statement on Form S-1, as filed (File No. 333-253108), of Archimedes Tech SPAC Partners Co.

/s/ Marcum LLP

Marcum LLP  
New York, NY  
March 10, 2021

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