

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

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Brag House Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

7990

(Primary Standard Industrial
Classification Code Number)

87-4032622

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

**45 Park Street,
Montclair, NJ 07042
(413) 398-2845**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Lavell Juan Malloy, II
Chief Executive Officer
Brag House Holdings Inc.
45 Park Street,
Montclair, NJ 07042
(413) 398-2845**

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

with copies to:

**Joseph M. Lucosky, Esq.
Scott Linsky, Esq.
Lucosky Brookman LLP
101 Wood Avenue South, 5th Floor
Woodbridge, NJ 08830
(732) 395-4400**

**Joel Mayersohn, Esq.
Dickinson Wright PLLC
350 East Las Olas Boulevard, Suite 1750
Fort Lauderdale, FL 33301
(954) 991-5420**

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, 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. **333-280282**

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 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 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

Accelerated filer

Non-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.

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 by Brag House Holdings, Inc., a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on [Form S-1](#), as amended (File No. 333-280282), initially filed by the Registrant on June 18, 2024 and declared effective by the Securities and Exchange Commission (the “SEC”) on February 14, 2025 (the “Base Registration Statement”).

This Registration Statement covers the registration of an additional \$500,000 worth of shares of the Registrant’s common stock, par value \$0.0001 per share (the “Common Stock”), or an additional \$575,000 worth of Common Stock if the representative of the underwriters exercises its over-allotment option in full.

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 Base Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

The list of exhibits following the signature page of this registration statement is incorporated by reference herein.

Exhibit Number	Description of Document
5.1*	Opinion of Lucosky Brookman LLP as to the legality of the securities being registered
23.1*	Consent of Marcum LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Lucosky Brookman LLP (included in Exhibit 5.1)
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brooklyn, State of New York on March 5, 2025.

Brag House Holdings, Inc.

By: /s/ Lavell Juan Malloy, II
Name: Lavell Juan Malloy, II
Title: Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lavell Juan Malloy, II</u> Lavell Juan Malloy, II	Chairman of the Board and Chairman <i>(Principal Executive Officer)</i>	March 5, 2025
<u>/s/ Daniel Leibovich</u> Daniel Leibovich	Chief Operating Officer, Interim Chief Financial Officer and Director <i>(Principal Financial and Accounting Officer)</i>	March 5, 2025



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March 5, 2025

Brag House Holdings, Inc.
45 Park Street
Montclair, NJ 07042**Re: Registration Statement on Form S-1**

Ladies and Gentlemen:

We have acted as counsel to you, Brag House Holdings, Inc. (the “Company”), a Delaware corporation, in connection with the public offering contemplated by the registration statement on Form S-1 initially filed by the Company on June 18, 2024 with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), and declared effective by the Commission on February 14, 2025 (the “Base Registration Statement”) and a Registration Statement on Form S-1 (the “New Registration Statement”), effective automatically upon filing for an offering of (i) up to 125,000 additional shares of the Company’s common stock (the “Common Stock”), \$0.0001 par value per share (the “Company Shares”); (ii) up to 18,750 additional shares of Common Stock, purchased pursuant to over allotments, if any (the “Over Allotment Shares”); (iii) up to 3,750 additional warrants to purchase 3,750 shares of Common stock that will be issued to the representatives of the underwriters (the “Representatives’ Warrants”); and (iv) and up to 3,750 additional shares of Common Stock underlying the Representatives’ Warrants (the “Representatives’ Warrant Shares”) that may be issued upon exercise of the Representatives’ Warrants.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with this opinion, we have examined the originals or copies certified or otherwise identified to our satisfaction of the following: (a) the certificate of incorporation of the Company, as amended to date; (b) the bylaws of the Company, as amended to date, and (c) the Registration Statement and all exhibits thereto. In addition to the foregoing, we also have relied as to matters of fact upon the representations made by the Company and its representatives and we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us certified or photostatic copies.

Based upon the foregoing and in reliance thereon, and subject to the qualifications, limitations, exceptions and assumptions set forth herein, we are of the opinion that:

- (i) the Company Shares and the Over-Allotment Shares have been duly authorized by all necessary corporate action of the Company and, when issued, delivered and paid for as contemplated in the Registration Statement and in accordance with the terms of the Underwriting Agreement (as defined in the Registration Statement), the shares of Common Stock will be validly issued, fully paid and non-assessable;
- (ii) the Representatives' Warrants have been duly authorized by the Company and, when executed by the Company and issued and delivered to the purchaser thereof as contemplated by the Registration Statement and in accordance with terms of the Underwriting Agreement, such Representatives' Warrants will constitute the valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms; and
- (iii) the Representatives' Warrant Shares have been duly authorized and, when issued and delivered by the Company upon exercise of the Representatives' Warrants against payment therefor as set forth in the Registration Statement, the Underwriting Agreement and the Representatives' Warrants, will be validly issued, fully paid and non-assessable; and

We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws. This opinion is limited to the laws in effect as of the date the Registration Statement is declared effective by the Commission and is provided exclusively in connection with the public offering contemplated by the Registration Statement.

This opinion letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above.

This opinion letter is furnished in connection with the filing of the Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and to the use of our name as it appears in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Lucosky Brookman LLP

Lucosky Brookman LLP



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Brag House Holdings, Inc. on Form S-1 MEF (File No. 333-280282) of our report dated June 17, 2024, except for Note 2 (reverse stock split), as to which the date is December 2, 2024, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of Brag House Holdings, Inc. as of December 31, 2023 and 2022, and for the years then ended, appearing in the Prospectus.

/s/ Marcum LLP

Marcum LLP
New Haven, CT
March 5, 2025

Marcum llp / 555 Long Wharf Drive / 8th Floor / New Haven, CT 06511 / **Phone** 203.781.9600 / **marcumllp.com**

Calculation of Filing Fee Tables Form S-1
(Form Type)

Brag House Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price	Maximum Aggregate Offering Price(1)(2)	Fee Rate	Amount of Registration Fee
Fees to be paid	Equity	Common Stock, par value \$0.0001 per share	(1)	—	—	\$ 575,000	0.00015310	\$ 88.03
Fees to be paid	Other	Underwriter Warrants	(4)	—	—		0.00015310	
Fees to be paid	Equity	Common Stock, par value \$0.0001 per share, issuable upon exercise of the Underwriter Warrants ⁽³⁾	(1)	—	—	\$ 15,000	0.00015310	\$ 2.30
						Total Offering Amounts		\$ 590,000
								\$ 90.33
								Total Fees Previously Paid
								\$ —
								Total Fee Offsets
								—
								Net Fee Due
								\$ 90.33

- (1) Estimated solely for the purpose of calculating the amount of the registration fee in pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Includes shares of Common Stock granted pursuant to the underwriters' option to purchase additional shares of Common Stock.
- (3) The registrant has agreed to issue, upon the closing of this offering, underwriter warrant to the underwriters, entitling them to purchase a number of shares of common stock equal to 3% of the aggregate shares of common stock sold in this offering (not including any shares sold pursuant to the over-allotment option). The exercise price of the underwriter warrant will be equal to 100% of the public offering price of the common stock offered hereby.
- (4) In accordance with Rule 457(g) under the Securities Act, because the shares of Common Stock underlying the Underwriter Warrants are registered hereby, no separate registration fee is required with respect to the Underwriter Warrants registered hereby.