

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

**POST-EFFECTIVE AMENDMENT NO. 3 TO FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

DYNASIL CORPORATION OF AMERICA

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

313 Washington Street, Suite 403, Newton, MA
(Address of Principal Executive Offices)

22-1734088
(I.R.S. Employer
Identification No.)

02458
(Zip Code)

1996 Stock Incentive Plan
1999 Stock Incentive Plan
Employee Stock Purchase Plan
(Full Titles of the Plans)

Peter Sulick
President and Chief Executive Officer
Dynasil Corporation of America
313 Washington Street, Suite 403
Newton, MA 02458
(617) 668-6855

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

Copies to:

Matthew J. Gardella, Esq.
Matthew W. Tikonoff, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, Massachusetts 02111
(617) 542-6000

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 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.

DEREGISTRATION OF UNSOLD SECURITIES

The Registrant is filing this Post-Effective Amendment No. 3 ("Post-Effective Amendment") to the Registration Statement on Form S-8 (Registration No. 333-46068), filed on September 19, 2000, which registered an aggregate of 3,350,000 shares of common stock issuable to participants in the Registrant's 1996 Stock Incentive Plan, 1999 Stock Incentive Plan and Employee Stock Purchase Plan. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement which remain unsold at the termination of the offering, the Registrant hereby amends the Registration Statement to deregister any remaining securities registered and unsold under the Registration Statement. The securities are being removed from registration because the securities are no longer being offered or sold pursuant to the Registration Statement.

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 Post-Effective Amendment No. 3 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newton, Commonwealth of Massachusetts on August 29, 2019.

DYNASIL CORPORATION OF AMERICA

By: /s/ Peter Sulick
Peter Sulick
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter Sulick</u> Peter Sulick	Chairman of the Board of Directors, President, Chief Executive Officer (Principal Executive Officer)	August 29, 2019
<u>/s/ Robert Bowdring</u> Robert Bowdring	Chief Financial Officer (Principal Financial and Accounting Officer)	August 29, 2019
<u>/s/ Craig Dunham</u> Craig Dunham	Director	August 29, 2019
<u>/s/ William K. Hagan</u> William K. Hagan	Director	August 29, 2019
<u>/s/ David Kronfeld</u> David Kronfeld	Director	August 29, 2019
<u>/s/ Thomas Leonard</u> Thomas Leonard	Director	August 29, 2019
<u>/s/ Alan Levine</u> Alan Levine	Director	August 29, 2019
