

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**STG GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)46-3134302
(I.R.S. Employer
Identification No.)**11091 Sunset Hills Road, Suite 200**
Reston, Virginia 20190
(Address of principal executive offices)**STG Group, Inc. 2015 Omnibus Incentive Plan**
(Full title of the Plan(s))**Charles L. Cosgrove**
Chief Financial Officer
STG Group, Inc.
11091 Sunset Hills Road, Suite 200
Reston, Virginia 20190
(703) 691-2480

(Name, address, telephone number, including area code, of agent for service)

Copies to:**Lawrence T. Yanowitch, Esq.**
Lawrence R. Bard, Esq.
Morrison & Foerster LLP
1650 Tysons Blvd., Suite 400
McLean, Virginia 22102
(703) 760-7700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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 (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒
(Do not check if a 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 Securities to be Registered	Amount to be registered	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee
Common Stock, par value \$0.0001 per share	500,000 shares ⁽¹⁾	\$ 0.80	\$ 400,000.00	\$ 46.36

- (1) Represents 500,000 shares reserved for issuance under the STG Group, Inc. 2015 Omnibus Incentive Plan (the "2015 Plan"). Such shares may be issued (a) in the form of restricted stock or dividend equivalent rights; (b) upon exercise of stock options or upon the vesting of restricted stock units or stock appreciation rights; or (c) upon settlement in stock of cash-based awards, in each case to be granted under the 2015 Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers any additional shares of our common stock, par value \$0.0001 per share ("Common Stock"), as may become issuable under the 2015 Plan as a result of any stock split, stock dividend, recapitalization or similar event.

- (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined on the basis of the average of the high and low prices reported on the OTCQB Venture Marketplace on August 11, 2017.
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EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act, this Registration Statement is filed by STG Group, Inc. (the “Company”) for the purpose of registering 500,000 additional shares of Common Stock available for issuance under the STG Group, Inc. 2015 Omnibus Incentive Plan (the “2015 Plan”). At the 2017 Annual Meeting of Stockholders held on June 13, 2017, the Company’s stockholders approved the Amendment to the Plan (the “Amendment”). The Company’s stockholders approved an increase to the number of shares of Common Stock reserved for issuance under the 2015 Plan to 1,788,564 shares, an increase of 500,000 shares over the number of shares previously authorized. The 500,000 shares registered pursuant to this Registration Statement consist of the 500,000 additional shares authorized for issuance under the Amendment.

The shares of Common Stock registered pursuant to this Registration Statement are of the same class of securities as the 1,288,564 shares of Common Stock registered for issuance under the Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-211401) filed on May 16, 2016 (the “Original Registration Statement”). The contents of the Original Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated herein by this reference. Any items in the Original Registration Statement not expressly changed hereby shall be as set forth in the Original Registration Statement.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 county of Fairfax, Commonwealth of Virginia on August 17, 2017.

STG GROUP, INC.

By: /s/ Charles L. Cosgrove
Charles L. Cosgrove
Chief Financial Officer

Each person whose signature appears below constitutes and appoints Charles L. Cosgrove as attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any amendment to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorney-in-fact, 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 might or could do in person, hereby ratifying and confirming all the said attorney-in-fact, or his 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 as of August 17, 2017 by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Philip E. Lacombe</u> Phillip E. Lacombe	President and Chief Operating Officer (principal executive officer)
<u>/s/ Charles L. Cosgrove</u> Charles L. Cosgrove	Chief Financial Officer (principal financial officer)
<u>/s/ David Pearson</u> David Pearson	Vice President and Controller
<u>/s/ Simon S. Lee</u> Simon S. Lee	Chairman and Director
<u>/s/ Damian Perl</u> Damian Perl	Director
<u>/s/ Ronald R. Spoehel</u> Hon. Ronald R. Spoehel	Director
<u>/s/ David C. Gompert</u> Hon. David C. Gompert	Director
<u>/s/ Robert B. Murrett</u> Robert B. Murrett	Director

INDEX TO EXHIBITS

Unless otherwise indicated, each of the following exhibits has been previously filed with the Securities and Exchange Commission by the Registrant under File No. 1-36149.

Exhibit Number	Document	Incorporated by Reference to the Following Documents
5.1	Opinion of Morrison & Foerster LLP	Filed herewith
10.1	Global Defense & National Security Systems, Inc. 2015 Omnibus Incentive Plan, effective November 23, 2015	Annual Report on Form 10-K filed on March 30, 2016, Exhibit 10.35
10.2	Amendment to the STG Group, Inc. 2015 Omnibus Incentive Plan, effective June 13, 2017	Filed herewith
23.1	Consent of Morrison & Foerster LLP	Included in Exhibit 5.1
23.2	Consent of BDO USA LLP, Independent Registered Public Accounting Firm	Filed herewith
24.1	Power of Attorney (included on signature page)	

August 17, 2017

STG Group, Inc.
11091 Sunset Hills Road, Suite 200
Reston, Virginia 20190

RE: STG Group, Inc. 2015 Omnibus Incentive Plan

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 to be filed by STG Group, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 500,000 shares (the "Shares") of the Common Stock, \$0.0001 par value (the "Common Stock"), of the Company, which will be issuable from time to time under the Company's 2015 Omnibus Incentive Plan (the "Plan"), as amended by the Amendment to the Company's 2015 Omnibus Incentive Plan adopted on June 13, 2017.

As your counsel in connection with the Registration Statement, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion and we are familiar with the proceedings taken and proposed to be taken by the Company in with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. This opinion letter is given, and all statements herein are made, in the context of the foregoing. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares, the Company will receive consideration in an amount not less than the aggregate par value of the Shares covered by each such issuance.

Based upon and subject to the foregoing, it is our opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and the Plan, the Shares will be validly issued, fully paid and nonassessable. The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, the Delaware Constitution and reported judicial decisions interpreting those laws, each as currently in effect.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Morrison & Foerster LLP

**AMENDMENT TO THE
STG GROUP, INC.
2015 OMNIBUS INCENTIVE PLAN**

THIS AMENDMENT (this "*Amendment*") to the STG Group, Inc. 2015 Omnibus Incentive Plan, as amended from time to time (the "*Plan*"), is made as of June 13, 2017, by STG Group, Inc. (the "*Company*").

WITNESSETH:

WHEREAS, the Company previously adopted the Plan, under which the Company is authorized to grant equity-based incentive awards to certain employees and other service providers of the Company;

WHEREAS, Section 13 of the Plan provides that the Company's board of directors (the "*Board*") may amend the Plan from time to time without approval of the stockholders of the Company, subject to certain exceptions including as may be required by the Internal Revenue Code of 1986, as amended (the "*Code*"), which requires that any amendment to the Plan to increase the number of shares of common stock, \$0.0001 par value per share, of the Company ("*Common Stock*") that may be issued under the Plan must be approved by the stockholders of the Company to remain qualified under the Code;

WHEREAS, the Board desires to increase the number of shares of Common Stock available under the Plan; and

WHEREAS, in connection with such approval, the Company hereby adopts this Amendment, effective as of June 13, 2017 (the "*Effective Date*") and subject to approval by the stockholders of the Company, to increase the number of shares of Common Stock available for issuance under the Plan.

NOW, THEREFORE, the Plan shall be amended as of the Effective Date, subject to approval by the Company's stockholders, as set forth below:

1. Subsection 3(a) of the Plan is hereby amended and restated in its entirety to read as follows:

(a) Subject to the provisions of Section 10 below, the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Stock Options) is 1,788,564. The Shares to be issued pursuant to Awards may be authorized, but unissued, or reacquired Common Stock.

2. Except as expressly amended or modified in this Amendment, all terms and provisions of the Plan are and shall remain in full force and effect and all references therein to such Plan shall henceforth refer to the Plan as modified by this Amendment.

Consent of Independent Registered Public Accounting Firm

STG Group, Inc.
Reston, Virginia

We hereby consent to the incorporation by reference in this Registration Statement of our report dated April 17, 2017, relating to the consolidated financial statements of STG Group, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ BDO USA, LLP
McLean, Virginia

August 17, 2017
