

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

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

OPTEX SYSTEMS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3827

(Primary Standard Industrial
Classification Code Number)

33-143215

(I.R.S. Identification Number)

**1420 Presidential Drive
Richardson, TX 75081
(972) 764-5700**

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

**Danny Schoening
Chief Executive Officer
1420 Presidential Drive
Richardson, TX 75081
(972) 764-5700**

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

with copies to:

**Jolie Kahn, Esq.
2 Liberty Place, Suite 3401
Philadelphia, PA 19102
Telephone (215) 253-6645**

**Joseph A. Smith
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
Telephone (212) 370-1300**

Approximate Date of Commencement of Proposed Sale to the Public: As soon as practicable after the effective date hereof.

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. (Registration Statement on Form S-1, file no. 333-212654).

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "small reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
Common stock, \$.001 par value ⁽²⁾⁽³⁾	\$ 427,034.00	\$ 43.00
Warrants to purchase common stock ⁽²⁾	—	—
Shares of common stock underlying warrants ⁽²⁾⁽³⁾	\$ 533,392.00	\$ 53.71
Series C preferred stock ⁽⁴⁾	—	—
Common stock issuable upon conversion of Series C preferred stock	—	—
Representative's warrants	—	—
Shares of common stock underlying Representative's warrants ⁽³⁾	\$ 9,403.00	\$ 0.95
Total	\$ 969,829.00	\$ 97.66

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(o) of the Securities Act.

(2) Includes shares of common stock and warrants to purchase up to the same number of shares of common stock which may be issued upon exercise of a 45-day option granted to the underwriter to cover over-allotments, if any. The over-allotment option may be used to purchase common stock and/or warrants in any combination thereof as determined by the underwriters.

(3) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.

(4) No separate fee required pursuant to Rule 457 under the Securities Act of 1933.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.

EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended. Optex Systems Holdings, Inc. (the “Registrant”) hereby incorporates by reference into this registration statement the contents of the Registration Statement on Form S-1, as amended (File No. 333-212654), including the exhibits thereto (the “Original Registration Statement”), which was declared effective by the Securities and Exchange Commission on August 22, 2016. This registration statement is being filed solely to increase the amount of securities offered pursuant to the Original Registration Statement. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (File No. 212654), are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, except for the following, which are filed herewith:

- 5.1 Opinion of Jolie Kahn, Esq. re: legality.
 - 23.1 Consent of Jolie Kahn, Esq. (included in Exhibit 5.1).
 - 23.2 Consent of PMB Helin Donovan LLP
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Richardson, TX, on the 23rd day of August, 2016.

OPTEX SYSTEMS HOLDINGS, INC.

By: /s/ Danny Schoening
Danny Schoening, Principal Executive Officer

By: /s/ Karen Hawkins
Karen Hawkins, Principal Financial Officer

Date: August 23, 2016

Pursuant to the requirements of the Securities Act, this 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 Benz</u> Peter Benz	Chairman and Director	August 23, 2016
<u>/s/ David Kittay</u> David Kittay	Director	August 23, 2016
<u>/s/ Owen Naccarato</u> Owen Naccarato	Director	August 23, 2016
<u>/s/ Danny Schoening</u> Danny Schoening	CEO and Director	August 23, 2016
<u>/s/ Charles Trego</u> Charles Trego	Director	August 23, 2016

Jolie Kahn, Esq.
2021 Stony Creek
Lansdale, PA 19446

August 23, 2016

Optex Systems Holdings, Inc.
1420 Presidential Drive
Richardson, TX 75081

Ladies and Gentlemen:

I have acted as counsel to Optex Systems Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-1, as amended (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance and sale of 355,861 shares (and any additional shares issuable upon the exercise of an over-allotment option granted by the Company to underwriters to purchase additional shares) of common stock of the Company, par value \$0.001 per share (the "Shares") and 355,861 warrants (and any additional shares issuable upon the exercise of an over-allotment option granted by the Company to the underwriters to purchase additional warrants) to purchase common stock (the "Warrants") and the shares of common stock of the Company issuable from time to time upon exercise of the Warrants (the "Warrant Shares"; the Shares, Warrants and Warrant Shares are collectively referred to herein as the "Securities"), issued by the Company. The Securities are to be sold by Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and among the Company and Joseph Gunnar & Co., the form of which is to be filed as Exhibit 1.1 to the Registration Statement on Form S-1, declared effective as of the date hereof (file no. 333-212654). The Company is also registering warrants to purchase shares of common stock of the Company to be issued to the representative of the underwriters as additional compensation pursuant to the Underwriting Agreement (the "Underwriter's Warrant"), as well as the shares of Common Stock issuable upon exercise of the Underwriter's Warrant (the "Underwriter's Warrant Shares"). To the extent that a purchase of Securities hereunder would result in a purchaser owning more than 4.99% of the issued and outstanding common stock of the Company, the purchaser has the ability to purchase shares of the Company's Series C Convertible Preferred Stock, par value \$0.001 ("Series C preferred stock").

In connection with this opinion, I have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, including the form of prospectus included therein and the documents incorporated by reference therein, (ii) the Company's certificate of incorporation, as amended to date, (iii) the Company's by-laws, as amended to date, and (iv) certain resolutions of the Board of Directors of the Company. I have also examined originals or copies, certified or otherwise identified to our satisfaction, of such other documents, certificates and records as I have deemed necessary or appropriate, and I have made such investigations of law as I have deemed appropriate as a basis for the opinions expressed below.

In rendering the opinions expressed below, I have assumed and have not verified (i) the genuineness of the signatures on all documents that I have examined, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents supplied to us as originals and (iv) the conformity to the authentic originals of all documents supplied to us as certified or photostatic or faxed copies.

Based upon and subject to the foregoing and subject also to the limitations, qualifications, exceptions and assumptions set forth herein, I am of the opinion that:

1. the Shares and shares of Series C preferred stock have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable;

2. the Warrants have been duly authorized for issuance, and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued and will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and equitable principles of general applicability;

3. the Warrant Shares have been duly authorized, and when issued and sold by the Company and delivered by the Company against receipt of the exercise price therefor, in accordance with and in the manner described in the Registration Statement and Warrants, will be validly issued, fully paid and non-assessable;

4. the Underwriter's Warrant, when executed and delivered by the Company in accordance with and in the manner described in the Registration Statement and the Underwriting Agreement, will be validly issued and will constitute a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and equitable principles of general applicability; and

5. the Underwriter's Warrant Shares, when issued and sold by the Company and delivered by the Company upon valid exercise thereof and against receipt of the exercise price therefor, in accordance with and in the manner described in the Registration Statement and the Underwriter's Warrant, will be validly issued, fully paid and non-assessable.

I express no opinion other than as to the federal laws of the United States of America and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the forgoing). I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving this consent, I do not admit that I am an "expert" under the Securities Act or under the rules and regulations of the Commission relating thereto with respect to any part of the Registration Statement.

Very truly yours,

/s/ Jolie G. Kahn, Esq.

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in this Registration Statement on Form S-1 and related Prospectus Statement of Optex Systems Holdings, Inc. and the incorporation by reference therein of our reports, dated September 27, 2015 and September 28, 2014, with respect to the consolidated financial statements of Optex Systems Holdings, Inc., which is part of this Registration Statement.

PMB Helin Donovan LLP

PMB Helin Donovan, LLP

Dallas, Texas
August 23, 2016