

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

FORMS-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

COM Sovereign Holding Corp.
(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

3663

(Primary Standard Industrial
Classification Code Number)

46-5538504

(IRS Employer
Identification No.)

**5000 Quorum Drive, Suite 400
Dallas, TX 75254
469-930-2661**

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

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

Please send copies of all communications to:

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7 Times Square
New York, NY 10036
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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, check the following box: ☒ X

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. ☐

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	☐	Accelerated filer	☐
Non-accelerated filer	☒ X	Smaller reporting company	☒ X
		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 Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Security ⁽¹⁾⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee ⁽²⁾
Common stock, \$0.0001 par value per share	6,808,034	\$ 2.49	\$ 16,952,004.66	\$ 1,849.46

(1) Represents the initial maximum number of shares offered by the selling stockholders named in this Registration Statement. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover additional securities of the same class as the securities covered by this registration statement issued or issuable prior to completion of the distribution of the securities covered by this registration statement as a result of a split of, or a stock dividend on, the registered securities.

- (2) Estimated solely for the purpose of computing the registration fee. Pursuant to Rule 457(c) under the Securities Act of 1933, as amended, the proposed maximum offering price per share is based on the average of the high and low sale prices of the registrant's common stock on the Nasdaq Capital Market on June 8, 2021.

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, as amended, or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS

SUBJECT TO COMPLETION

DATED JUNE 14, 2021

6,808,034 Shares



COMSovereign Holding Corp.

This prospectus relates to the resale, from time to time, by the selling stockholders named herein (the "Selling Stockholders") of (i) an aggregate of 4,165,322 outstanding shares of our common stock, par value \$0.0001 per share, and (ii) an aggregate of 2,642,712 shares of common stock issuable upon exercise of certain outstanding warrants (the "Warrants").

We are not selling any securities under this prospectus and we will not receive proceeds from the sale of the shares of our common stock by the Selling Stockholders. However, we may receive proceeds from the cash exercise of the Warrants, which, if exercised in cash at the current applicable exercise price with respect to all of the 2,642,712 shares of common stock, would result in gross proceeds to us of approximately \$11.9 million.

We will pay the expenses of registering the shares of common stock offered by this prospectus, but all selling and other expenses incurred by the Selling Stockholders will be paid by the Selling Stockholders. The Selling Stockholders may sell our shares of common stock offered by this prospectus from time to time on terms to be determined at the time of sale through ordinary brokerage transactions or through any other means described in this prospectus under "Plan of Distribution." The prices at which the Selling Stockholders may sell shares of common stock will be determined by the prevailing market price for our common stock or in negotiated transactions.

Our common stock is quoted on The Nasdaq Capital Market, or Nasdaq, under the symbol "COMS." On June 10, 2021, the last reported sale price for our common stock on Nasdaq was \$2.53.

Investing in our securities involves a high degree of risk. See "Risk Factors" beginning on page 7 of this prospectus for a discussion of information that should be considered in connection with an investment in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2021.

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ABOUT THIS PROSPECTUS

The registration statement of which this prospectus forms a part that we have filed with the Securities and Exchange Commission, or SEC, includes exhibits that provide more detail of the matters discussed in this prospectus.

You should read this prospectus and the related exhibits filed with the SEC, together with the additional information described under the heading “Where You Can Find Additional Information.”

You should rely only on the information contained in this prospectus. Neither we nor the Selling Stockholders have authorized anyone to provide you with information different from, or in addition to, that contained in this prospectus. This prospectus is an offer to sell only the securities offered hereby but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date. Our business, financial condition, results of operations and prospects may have changed since that date.

The Selling Stockholders are not offering to sell or seeking offers to purchase these securities in any jurisdiction where the offer or sale is not permitted. Neither we nor the Selling Stockholders have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the jurisdiction of the United States who come into possession of this prospectus are required to inform themselves about and to observe any restrictions relating to this offering and the distribution of this prospectus applicable to that jurisdiction.

This prospectus is part of a registration statement on Form S-1 that we filed with the SEC under which the Selling Stockholders may offer from time to time up to an aggregate of 6,808,034 shares of common stock in one or more offerings. If required, each time the Selling Stockholders offer shares of common stock, we will provide you with, in addition to this prospectus, a prospectus supplement that will contain specific information about the terms of that offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to that offering. We may also use a prospectus supplement and any related free writing prospectus to add, update or change any of the information contained in this prospectus or in documents we have incorporated by reference. This prospectus, together with any applicable prospectus supplements, any related free writing prospectuses and the documents incorporated by reference into this prospectus, includes all material information relating to this offering. To the extent that any statement that we make in a prospectus supplement is inconsistent with statements made in this prospectus, the statements made in this prospectus will be deemed modified or superseded by those made in a prospectus supplement. Please carefully read both this prospectus and any prospectus supplement together with the additional information described below under the section entitled “Incorporation of Certain Documents by Reference” before buying any of the securities offered.

Unless the context otherwise requires, the terms “our company,” “Company,” “we,” “us” and “our” refer to COMSovereign Holding Corp. and our subsidiaries.

All service marks, trademarks and trade names referred to in this prospectus are the property of their respective owners. Solely for convenience, the trademarks and trade names in this prospectus are referred to without the ®, © and ™ symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

The share and per share information in this prospectus reflects the one-for-three reverse stock split of our outstanding common stock that became effective on January 21, 2021.

Unless otherwise indicated, information contained in this prospectus concerning our industry and the markets in which we operate is based on information from independent industry and research organizations, other third-party sources (including industry publications, surveys and forecasts), and management estimates. Management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from our internal research, and are based on assumptions made by us upon reviewing such data and our knowledge of such industry and markets, which we believe to be reasonable. Although we believe the data from these third-party sources is reliable, we have not independently verified any third-party information. In addition, projections, assumptions and estimates of the future performance of the industry in which we operate and our future performance are necessarily subject to uncertainty and risk due to a variety of factors, including those described in “Risk Factors” and “Special Note Regarding Forward-Looking Statements.” These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us.

PROSPECTUS SUMMARY

This summary highlights principal features of this offering and certain information contained elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in our securities. You should read this entire prospectus carefully, including the information incorporated by reference herein, before making an investment decision.

Our Company

Overview

We are a provider of technologically-advanced telecom solutions to network operators, mobile device carriers, governmental units and other enterprises worldwide. We have assembled a portfolio of communications, power and portable infrastructure technologies, capabilities and products that enable the upgrading of latent 3G networks to 4G and 4G-LTE networks and will facilitate the rapid roll out of the 5G and “next-Generation” (“nG”) networks of the future. We focus on novel capabilities, including signal modulations, antennae, software, hardware and firmware technologies that enable increasingly efficient data transmission across the electromagnetic spectrum. Our product solutions are complemented by a broad array of services, including technical support, systems design and integration, and sophisticated research and development programs. While we compete globally on the basis of our innovative technology, the breadth of our product offerings, our high-quality cost-effective customer solutions, and the scale of

our global customer base and distribution, our primary focus is on the North American telecom infrastructure and service market. We believe we are in a unique position to rapidly increase our near-term domestic sales as we are among the few U.S.-based providers of telecommunications equipment and services.

We provide the following categories of product offerings and solutions to our customers:

- **Telecom and Network Products and Solutions.** We design, develop, market and sell technologically-advanced products for telecom network operators, mobile device carriers and other enterprises, including the following:
 - **Backhaul Telecom Radios.** We offer a line of high-capacity packet microwave solutions that drive next-generation IP networks. Our carrier-grade point-to-point packet microwave systems transmit broadband voice, video and data. Our solutions enable service providers, government agencies, enterprises and other organizations to meet their increasing bandwidth requirements rapidly and affordably. The principal application of our product portfolio is wireless network transport, including a range of products ideally suited to support the emergence of underlying small cell networks. Additional solutions include leased-line replacement, last mile fiber extension and enterprise networks.
 - **In-Band Full-Duplex Technologies.** We have developed proprietary wireless transmission technologies that alleviate the performance limitations of the principal transmission technologies used by most networks today. Time Division Duplex (TDD) transmission technology used by many communications systems utilizes a single channel for transmission of data alternating between downlink or uplink, which limits capacity/throughput. Frequency Division Duplex (FDD) technologies in the marketplace today use two independent channels for downlink and uplink but require twice the spectrum. Neither TDD nor FDD can simultaneously transmit and receive on a single channel—a limitation that network advancements and 5G will require for optimal performance. In late 2021, we intend to commence offering products incorporating our proprietary In-Band Full-Duplex technologies that simultaneously transmit and receive data on a single channel, which resolves the limitation of current TDD and FDD transmissions by increasing network performance and doubling spectrum efficiency.

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- **Edge Compute Capable Small Cell 4G LTE and 5G Access Radios.** We offer Citizens Broadband Radio Service (CBRS) frequency and other small cell radios that are designed to connect to other access radios or to connect directly to mobile devices such as mobile phones and other IoT devices. Recently, we developed the world's first fully-virtualized 5G core network on a microcomputer the size of a credit card, enabling, for the first time, the ability to have the 5G network collocated on the network edge with the small cell communicating with the devices themselves. The small cells support edge-based application hosting and enable third-party service integration.
- **Intelligent Batteries and Back-Up Power Solutions.** We are developing for the telecom industry a full line of environmentally-friendly, non-volatile advanced intelligent lithium-ion batteries and back-up power units that charge quickly, have a life span approximately five times longer than conventional lead-acid batteries, and can be monitored remotely. We are also currently offering and developing models that provide power for a wide range of applications, including cellular towers and other radio access network (RAN) infrastructures, automobiles, boats, spacecraft and other vehicles.
- **Tethered Drones and Aerostats.** We design, manufacture, sell and provide logistical services for specialized tethered aerial monitoring and communications platforms serving national defense and security customers for use in applications such as intelligence, surveillance and reconnaissance ("ISR") and communications. We focus primarily on a suite of tethered aerostats known as the Winch Aerostat Small Platform ("WASP"), which are principally designed for military and security applications and provide secure and reliable aerial monitoring for extended durations while being tethered to the ground via a high-strength armored tether. Our recently-acquired HoverMast line of quadrotor-tethered drones feature uninterrupted ground-based power, fiber optic communications for cyber immunity, and the ability to operate in GPS-denied environments while delivering dramatically-improved situational awareness and communications capabilities to users.

We are also developing processes that we believe will significantly advance the state-of-the-art in silicon photonic (SiP) devices for use in advanced data interconnects, communication networks and computing systems. We believe our novel approach will allow us to overcome the limitations of current SiP modulators, dramatically increase computing bandwidth and reduce drive power while offering lower operating costs.

Our engineering and management teams have extensive experience in optical systems and networking, digital signal processing, large-scale application-specific integrated circuit (ASIC) design and verification, SiP design and integration, system software development, hardware design, high-speed electronics design and network planning, installation, maintenance and servicing. We believe this broad expertise in a wide range of advanced technologies, methodologies and processes enhances our innovation, design and development capabilities, and has enabled us, and we believe will continue to enable us, to develop and introduce future-generation communications and computing technologies. In the course of our product development cycles, we engage with our customers as they design their current and next-generation network equipment in order to gauge current and future market needs.

Our more than 700 customers include a majority of the leading global telecommunication operators, as well as many data center managers and leading multi-system operators (MSOs), and hundreds of enterprise customers, including many Fortune 500 companies. We have long-standing, direct relationships with our customers and serve them through a direct sales force and a global network of channel partners.

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Our Operating Units

Through a series of acquisitions, we and our operating subsidiaries have expanded our service offerings and geographic reach over the past two years. On November 27, 2019, we completed the acquisition of ComSovereign Corp. ("ComSovereign") in a stock-for-stock transaction with a total purchase price of approximately \$75 million (the "ComSovereign Acquisition"). ComSovereign had been formed in January 2019 and, prior to its acquisition by our company, had completed five acquisitions of companies with unique products in development for, or then being marketed to, the telecommunications market. As a result of our acquisitions, our company is comprised of the following principal operating units, each of which was acquired to address a different opportunity or sector of the North American telecom infrastructure and service market:

- **DragonWave-X LLC.** DragonWave-X, LLC and its operating subsidiaries, DragonWave Corp. and DragonWave-X Canada, Inc. (collectively, "DragonWave"), are a Dallas-based manufacturer of high-capacity microwave and millimeter wave point-to-point telecom backhaul radio units. DragonWave and its predecessor have been selling telecom backhaul radios since 2012 and its microwave radios have been installed in over 330,000 locations in more than 100 countries worldwide. According to a report of the U.S. Federal Communications Commission, as of December 2019, DragonWave was the second largest provider of licensed point-to-point microwave backhaul radios in North America. DragonWave was acquired by ComSovereign in April 2019 prior to the ComSovereign Acquisition.

- **Virtual Network Communications Inc.** Virtual Network Communications Inc. ("VNC") is an edge compute focused wireless telecommunications technology developer and equipment manufacturer of both 4GLTE Advanced and 5G capable radio equipment. VNC designs, develops, manufactures, markets, and supports a line of network products for wireless network operators, mobile virtual network operators, cable TV system operators, and government and business enterprises that enable new sources of revenue, and reduce capital and operating expenses. VNC also has developed rapidly deployable, tactical systems that can be combined with the tethered aerostats and drones offered by our Drone Aviation subsidiary and enabled and operated in nearly any location in the world. We acquired VNC in July 2020.
- **Fastback.** Skyline Partners Technology LLC, which does business under the name Fastback Networks ("Fastback"), is a manufacturer of intelligent backhaul radio (IBR) systems that deliver high-performance wireless connectivity to virtually any location, including those challenged by Non-Line of Sight (NLOS) limitations. Fastback's advanced IBR products allow operators to economically add capacity and density to their macrocells and expand service coverage density with small cells. These solutions also allow operators to both provide temporary cellular and data service utilizing mobile/portable radio systems and provide wireless Ethernet connectivity. We acquired Fastback in January 2021.
- **Drone Aviation.** Lighter Than Air Systems Corp., which does business under the name Drone Aviation ("Drone Aviation"), is based in Jacksonville, Florida and develops and manufactures cost-effective, compact and enhanced tethered unmanned aerial vehicles (UAVs), including lighter-than-air aerostats and drones that support surveillance sensors and communications networks. We acquired Drone Aviation in June 2014.
- **Sky Sapience Ltd.** Sky Sapience Ltd. ("SKS") is an Israeli-based manufacturer of drones with a patented tethered hovering technology that provides long-duration, mobile and all-weather Intelligence, Surveillance and Reconnaissance (ISR) capabilities to customers worldwide for both land and marine-based applications. Its innovative technologies include fiber optic tethers that enable secure, high-capacity communications, including support for commercial 4G and 5G wireless networks. SKS's flagship HoverMast line of quadrotor-tethered drones feature uninterruptible ground-based power, fiber optic communications for cyber immunity, and the ability to operate in GPS-denied environments while delivering dramatically-improved situational awareness and communications capabilities to users. We acquired SKS in March 2021.

- **RVision, Inc.** RVision Inc. ("RVision") is a California-based developer of technologically-advanced video and communications products and physical security solutions designed for government and private sector commercial industries. It has been serving governments and the military for nearly two decades with sophisticated, environmentally-rugged optical and infrared cameras, hardened processors, custom tactical video hardware, software solutions, and related communications technologies. It also has developed nano-defractive optics with integrated, artificial intelligence-driven electro-optical sensors and communication network connectivity products for smart city/smart campus applications. We acquired RVision in April 2021.
- **InduraPower, Inc.** InduraPower Inc. ("InduraPower") is a Tucson, Arizona-based developer and manufacturer of intelligent batteries and back-up power supplies for network systems and telecom nodes. It also provides power designs and batteries for the aerospace, marine and automotive industries. ComSovereign acquired InduraPower in January 2019 prior to the ComSovereign Acquisition.
- **Silver Bullet Technology, Inc.** Silver Bullet Technology, Inc. ("Silver Bullet") is a California-based engineering firm that designs and develops next generation network systems and components, including large-scale network protocol development, software-defined radio systems and wireless network designs. ComSovereign acquired Silver Bullet in March 2019 prior to the ComSovereign Acquisition.
- **Lextrum, Inc.** Lextrum, Inc. ("Lextrum") is a Tucson, Arizona-based developer of full-duplex wireless technologies and components, including multi-reconfigurable radio frequency (RF) antennae and software programs. This technology enables the doubling of a given spectrum band by allowing simultaneous transmission and receipt of radio signals on the same frequencies. ComSovereign acquired Lextrum in April 2019 prior to the ComSovereign Acquisition.
- **Innovation Digital, LLC.** Innovation Digital, LLC ("Innovation Digital") is a California-based developer of "beyond state-of-the-art" mixed analog/digital signal processing solutions, intellectual property (IP) licensing, design and consulting services. Its signal processing techniques and intellectual property have significantly enhanced the bandwidth and accuracy of RF transceiver systems and have provided enabling technologies in the fields of communications and RADAR systems, signals intelligence (SIGINT) and electronic warfare (EW), test and measurement systems, and semiconductor devices. We acquired Innovation Digital in June 2021.
- **VEO Photonics, Inc.** VEO Photonics, Inc. ("VEO"), based in San Diego, California, is a research and development company innovating SiP technologies for use in copper-to-fiber-to-copper switching, high-speed computing, high-speed ethernet, autonomous vehicle applications, mobile devices and 5G wireless equipment. ComSovereign acquired VEO in January 2019 prior to the ComSovereign Acquisition.
- **Sovereign Plastics LLC.** Sovereign Plastics LLC ("Sovereign Plastics"), based in Colorado Springs, Colorado, operates as the material, component manufacturing and supply chain source for all of our subsidiaries, and also provides plastic and metal components to third-party manufacturers. Its ability to rapidly prototype new product offerings and machine moldings, metals and plastic castings has reduced the production cycle for many of our components from months to days. We acquired the business currently conducted by Sovereign Plastics in March 2020.

Risks Associated With Our Business

Our ability to execute our business strategy is subject to numerous risks, as more fully described in the section captioned "Risk Factors" immediately following this prospectus summary. You should read these risks before you invest in our common stock. In particular, risks associated with our business include, but are not limited to, the following:

- Since our recent acquisition of ComSovereign in November 2019, we lack an established operating history on which to evaluate our consolidated business and determine if we will be able to execute our business plan, and we can give no assurance that our operations will result in profits.
- We incurred net losses in our fiscal years ended December 31, 2020 and 2019 with negative cash flows, and we cannot assure you as to when, or if, we will become profitable and generate positive cash flows.
- We expect to continue to incur losses from operations and negative cash flows, which raise substantial doubt about our ability to continue as a going concern.

- We may not generate sufficient cash flows to cover our operating expenses.
- We have significant debt and if we are unable to repay our debt when it becomes due, our business, financial condition and results of operations could be materially harmed.
- If we are unable to obtain additional funding when needed, our business operations will be harmed, and if we do obtain additional financing, our then-existing stockholders may suffer substantial dilution.
- Raising capital in the future could cause dilution to our existing stockholders and may restrict our operations or require us to relinquish rights.
- The COVID-19 pandemic may negatively affect our operations depending on the severity and longevity of the pandemic.
- Rapid technological change in our market and/or changes in customer requirements could cause our products to become obsolete or require us to redesign our products, which would have a material adverse effect on our business, operating results and financial condition.
- Product development is a long, expensive and uncertain process, and our failure to develop marketable products in our various markets could adversely affect our business, prospects and financial condition.
- We compete with companies that have significantly more resources for their research and development efforts than we have or have received government contracts for the development of new products.
- Product quality problems, defects, errors or vulnerabilities in our products could harm our reputation and adversely affect our business, financial condition, results of operations and prospects.
- If sufficient radio spectrum is not allocated for use by our products or if we fail to obtain regulatory approval for our products, our ability to market our products may be restricted.
- If critical components or raw materials used to manufacture our products become scarce or unavailable, then we may incur delays in manufacturing and delivery of our products, which could damage our business.

Our Corporate Information

We were incorporated as Drone Aviation Holding Corp. in the State of Nevada on April 17, 2014. An amendment to our Articles of Incorporation changing our name to COMSovereign Holding Corp. was effected on November 30, 2019. Our principal executive offices are located at 5000 Quorum Drive, Suite 400, Dallas, Texas 75254, and our telephone number is (469) 930-2661. Our website address is www.COMSovereign.com, and many of our subsidiaries also have their own websites linked to and that may be accessed from our principal corporate website. Information on our website and on that of our subsidiaries is not part of this prospectus.

The Offering

Securities offered by the Selling Stockholders:	6,808,034 shares of common stock, which includes (i) 4,165,322 outstanding shares of common stock, and (ii) 2,642,712 shares of common stock issuable upon the exercise of outstanding warrants to purchase shares of common stock (the "Warrants").
Common stock outstanding prior the offering:	71,531,070 shares (as of June 4, 2021)
Common stock to be outstanding after the offering assuming exercise of all Warrants:	74,173,782 shares
Use of Proceeds:	We will not receive any proceeds from the sale by the Selling Stockholders of the shares of common stock being offered by this prospectus.
Risk Factors:	Investing in our securities is highly speculative and involves a high degree of risk. You should carefully consider the information set forth in the "Risk Factors" section on page 7 before deciding to invest in our securities.
Trading Symbol:	Our common stock is currently quoted on The Nasdaq Capital Market under the trading symbol "COMS".

The 74,173,782 shares of common stock to be outstanding after this offering is based on 71,531,070 shares of common stock outstanding as of June 4, 2021. The 74,173,782 shares of common stock to be outstanding after this offering excludes an aggregate of up to approximately 18,386,650 shares of common stock based upon the following:

- An aggregate of 7,733,092 shares of common stock issuable upon the exercise of outstanding stock purchase warrants, other than the Warrants, with a weighted average exercise price of \$4.18 per share that expire between August 3, 2021 and May 27, 2026;
- An aggregate of 4,848,547 shares of common stock issuable upon the conversion of outstanding convertible indebtedness with a weighted average conversion price of \$4.69 per share that matures between June 3, 2022 and January 29, 2026; and
- An aggregate of 5,805,011 shares of common stock issuable upon the exercise of options with a weighted average exercise price of \$2.06 per share granted under our long-term equity incentive plans.

An investment in our common stock involves a number of risks. Before deciding to invest in our common stock, you should carefully consider the risks described below and discussed under the section captioned “Risk Factors” contained in our Annual Report on Form 10-K for the year ended December 31, 2020 and our Quarterly Report on Form 10-Q for the three-month period ended March 31, 2021, which are incorporated by reference into this prospectus, the information and documents incorporated by reference herein, and in any prospectus supplement or free writing prospectus that we have authorized for use in connection with an offering. If any of these risks actually occurs, our business, financial condition, results of operations or cash flow could be harmed. This could cause the trading price of our common stock to decline, resulting in a loss of all or part of your investment. The risks described in the documents referenced above are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also affect our business.

ISSUANCE OF SECURITIES TO SELLING STOCKHOLDERS

We issued all of the outstanding shares of common stock that may be sold hereunder and the Warrants in 2021 in connection with the following transactions:

Private Placement of Units. On January 26, 2021, we consummated a public offering of 3,855,422 units at a price to the public of \$4.15 per unit, each unit consisting of one share of our common stock and a warrant to purchase one share of common stock at an exercise price of \$4.50 per share. In connection with our public offering, on or about January 26, 2021, we issued to 21 accredited investors an aggregate of 2,751,556 units at a price of \$4.15 per unit, each unit consisting of one share of our common stock and a warrant to purchase one share of common stock at an exercise price of \$4.50 per share. Such units were sold in a transaction that was exempt from the registration requirements of the Securities Act in connection with the conversion of approximately \$9.9 million aggregate principal amount of promissory notes and accrued interest thereon. The warrants included in such units are exercisable to purchase shares of our common stock for a purchase price of \$4.50 per share, subject to adjustment, at any time on or prior to January 26, 2026. Pursuant to our conversion agreement with each of such investors, we agreed to file with the SEC within 15 business days of the date we filed our Annual Report on Form 10-K for the year ended December 31, 2020 a registration statement on Form S-1 to register the shares of common stock issuable upon exercise of the warrants included in such units and to use our reasonable efforts to cause such registration statement to remain continuously effective during the entire time such warrants remain outstanding or until such earlier time as the shares of common stock underlying such warrants are freely tradeable without registration.

Acquisition of RVision. On April 1, 2021, we completed the acquisition of RVision pursuant to a Share Exchange Agreement dated as of March 26, 2021 (the “Exchange Agreement”) among our company, RVision, Industrial Security Alliance Partners, Inc. and Halls of Valhalla, LLC. In accordance with the terms of the Exchange Agreement, we acquired all of the issued and outstanding shares of capital stock of RVision in exchange for 2,000,000 shares of our common stock. In the Exchange Agreement, we agreed to file a registration statement under the Securities Act to register the resale of 1,000,000 of such shares of common stock by April 30, 2021 and to include the remaining shares in any registration statement we file under the Securities Act for any primary offering on or prior to March 31, 2022, subject to certain exceptions.

Acquisition of Innovation Digital. On June 3, 2021, we completed the acquisition of Innovation Digital pursuant to an Agreement and Plan of Merger and Reorganization dated as of June 3, 2021 (the “Merger Agreement”) among our company and our wholly-owned subsidiary, CHC Merger Sub V, LLC, Innovation Digital and Dr. Scott R. Velazquez. In accordance with the terms of the Merger Agreement, we acquired all of the outstanding membership units of Innovation Digital in exchange for (i) \$1,000,000 in cash, (ii) 3,165,322 shares of our common stock, and (iii) a convertible promissory note in the principal amount of \$600,000. In the Merger Agreement, we agreed to file a registration statement under the Securities Act to register the resale of the 3,165,322 shares of common stock issued at the closing of the acquisition by September 1, 2021.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference into this prospectus include forward-looking statements. These statements involve risks known to us, significant uncertainties, and other factors which may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by those forward-looking statements.

Some of the statements in this prospectus and the documents incorporated by reference into this prospectus constitute “forward-looking statements” that represent our beliefs, projections and predictions about future events. From time to time in the future, we may make additional forward-looking statements in presentations, at conferences, in press releases, in other reports and filings and otherwise. Forward-looking statements are all statements other than statements of historical fact, including statements that refer to plans, intentions, objectives, goals, targets, strategies, hopes, beliefs, projections, prospects, expectations or other characterizations of future events or performance, and assumptions underlying the foregoing. The words “may,” “could,” “should,” “would,” “will,” “project,” “intend,” “continue,” “believe,” “anticipate,” “estimate,” “forecast,” “expect,” “plan,” “potential,” “opportunity,” “scheduled,” “goal,” “target,” and “future,” variations of such words, and other comparable terminology and similar expressions and references to future periods are often, but not always, used to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements about the following:

- our prospects, including our future business, revenues, expenses, net income, earnings per share, gross margins, profitability, cash flows, cash position, liquidity, financial condition and results of operations, backlog of orders and revenue, our targeted growth rate, our goals for future revenues and earnings, and our expectations about realizing the revenues in our backlog and in our sales pipeline;
- the potential impact of COVID-19 on our business and results of operations;
- the effects on our business, financial condition and results of operations of current and future economic, business, market and regulatory conditions, including the current economic and market conditions and their effects on our customers and their capital spending and ability to finance purchases of our products, services, technologies and systems;
- the effects of fluctuations in sales on our business, revenues, expenses, net income, earnings per share, margins, profitability, cash flows, capital expenditures, liquidity, financial condition and results of operations;
- our products, services, technologies and systems, including their quality and performance in absolute terms and as compared to competitive alternatives, their benefits to our customers and their ability to meet our customers’ requirements, and our ability to successfully develop and market new products, services, technologies and systems;
- our markets, including our market position and our market share;
- our ability to successfully develop, operate, grow and diversify our operations and businesses;
- our business plans, strategies, goals and objectives, and our ability to successfully achieve them;
- the sufficiency of our capital resources, including our cash and cash equivalents, funds generated from operations, availability of borrowings under our credit and financing arrangements and other capital resources, to meet our future working capital, capital expenditure, lease and debt service and business growth needs;
- the value of our assets and businesses, including the revenues, profits and cash flows they are capable of delivering in the future;

- the effects on our business operations, financial results, and prospects of business acquisitions, combinations, sales, alliances, ventures and other similar business transactions and relationships;
- industry trends and customer preferences and the demand for our products, services, technologies and systems; and
- the nature and intensity of our competition, and our ability to successfully compete in our markets.

These statements are necessarily subjective, are based upon our current plans, intentions, objectives, goals, strategies, beliefs, projections and expectations, and involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any future results, performance or achievements described in or implied by such statements. Actual results may differ materially from expected results described in our forward-looking statements, including with respect to correct measurement and identification of factors affecting our business or the extent of their likely impact, the accuracy and completeness of the publicly-available information with respect to the factors upon which our business strategy is based, or the success of our business. Furthermore, industry forecasts are likely to be inaccurate, especially over long periods of time.

Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of whether, or the times by which, our performance or results may be achieved. Forward-looking statements are based on information available at the time those statements are made and management's belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that may cause actual results, our performance or achievements, or industry results to differ materially from those contemplated by such forward-looking statements include, without limitation, those discussed under the caption "Risk Factors" in this prospectus.

USE OF PROCEEDS

We are not selling any securities under this prospectus and will not receive any proceeds from the sale of the shares of common stock offered by this prospectus by the Selling Stockholders. However, we may receive proceeds from the cash exercise of the Warrants, which, if exercised in cash at the current exercise price with respect to all Warrants, would result in gross proceeds to us of approximately \$11.9 million. The proceeds from such Warrant exercises, if any, will be used for working capital and general corporate purposes. We cannot predict when or whether the Warrants will be exercised, and it is possible that some or all of the Warrants may expire unexercised. For information about the Selling Stockholders, see "Selling Stockholders."

The Selling Stockholders will pay any underwriting discounts and commissions and expenses incurred by the Selling Stockholders for brokerage or legal services or any other expenses incurred by the Selling Stockholders in disposing of the shares of common stock offered hereby. We will bear all other costs, fees and expenses incurred in effecting the registration of the shares of common stock covered by this prospectus, including all registration and filing fees and fees and expenses of our counsel and accountants.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS

Market Information for Common Stock

Prior to January 22, 2021, our common stock traded under the ticker symbol "COMS" on the OTCQB tier of the OTC Markets, Inc. On January 22, 2021, our common stock commenced trading on the Nasdaq Capital Market under the ticker symbol "COMS."

Holders

As of June 4, 2021, we had approximately 355 stockholders of record, according to the records of our transfer agent, and an unknown number of additional holders of common stock held in 'street name'.

Dividends

We have not declared any common stock dividends to date. We have no present intention of paying any cash dividends on our common stock in the foreseeable future, as we intend to use earnings, if any, to generate growth. The payment by us of dividends, if any, in the future, is within the discretion of our board of directors and will depend upon, among other things, our earnings, capital requirements and financial condition, as well as other relevant factors. There are no material restrictions in our Articles of Incorporation, as amended, or Bylaws that restrict us from declaring dividends.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of June 4, 2021 by:

- each person known by us to be a beneficial owner of more than 5% of our outstanding common stock;
- each of our directors;
- each of our executive officers; and
- all directors and executive officers as a group.

The amounts and percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of such security, or "investment power," which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days after June 4, 2021. Under these rules, more than one person may be deemed a beneficial owner of the same securities and a person may be deemed a beneficial owner of securities as to which he has no economic interest. Except as indicated by footnote, to our knowledge, the persons named in the table below have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.

In the table below, the percentage of beneficial ownership of our common stock is based on 71,531,070 shares of our common stock outstanding as of June 4, 2021. Unless otherwise noted below, the address of the persons listed on the table is c/o COMSovereign Holding Corp., 5000 Quorum Drive, Suite 400, Dallas, Texas 75254.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class (%) ⁽¹⁾
Named Executive Officers and Directors		
Daniel L. Hodges ⁽²⁾	8,214,140	11.5%
John E. Howell ⁽³⁾	8,594,903	12.0
Harold “Bud” Patterson	8,334	*
Dr. Dustin McIntire ⁽⁴⁾	1,487,097	2.1
Brian M. Kelly ⁽⁵⁾	1,009,058	1.4
Kevin M. Sherlock ⁽⁶⁾	195,233	*
Martin R. Wade, III	-	-
David Aguilar ⁽⁷⁾	197,132	*
Richard J. Berman ⁽⁸⁾	470,907	*
Brent M. Davies ⁽⁹⁾	556,622	*
Kay Kapoor ⁽¹⁰⁾	66,667	*
James A. Marks ⁽¹¹⁾	318,688	*
Executive Officers and Directors as a Group (12 persons)	21,118,781	29.5
Other 5% Stockholders		
Dr. Phillip Frost ⁽¹²⁾	4,561,607	6.4

* less than 1%.

- (1) The percentages in the table have been calculated on the basis of treating as outstanding for a particular person, all shares of our capital stock outstanding on June 4, 2021. On June 4, 2021, there were 71,531,070 shares of our common stock outstanding. To calculate a stockholder's percentage of beneficial ownership, we include in the numerator and denominator the common stock outstanding and all shares of our common stock issuable to that person in the event of the exercise of outstanding options and other derivative securities owned by that person which are exercisable within 60 days of June 4, 2021. Common stock options and derivative securities held by other stockholders are disregarded in this calculation. Therefore, the denominator used in calculating beneficial ownership among our stockholders may differ. Unless we have indicated otherwise, each person named in the table has sole voting power and sole investment power for the shares listed opposite such person's name.
- (2) Includes 7,471,025 shares held directly by Mr. Hodges, of which 66,666 shares are restricted stock awards, 24,575 shares of common stock held by Mr. Hodges's spouse, 501,400 shares held by Medusa Scientific LLC, 28,566 shares held by The Hodges Foundation, and 188,574 held by TM Technologies, Inc. Mr. Hodges has voting and dispositive control over the shares held by Medusa Scientific LLC, The Hodges Foundation, and TM Technologies, Inc. Mr. Hodges has current voting control over all 66,666 restricted stock awards.
- (3) Includes 125,744 shares held directly by Mr. Howell, of which 66,666 shares are restricted stock awards, 100,000 shares held by M. Howell's father, 8,366,667 shares held by New Bunker Hill LLC, and 2,492 shares held by Prometheus Partners Holdings LLC. Mr. Howell has voting and dispositive control over the shares held by New Bunker Hill LLC and Prometheus Partners Holdings LLC. Mr. Howell has current voting control over all 66,666 restricted stock awards.
- (4) Includes 33,333 shares of restricted stock awards and 63,334 shares issuable upon the exercise of outstanding warrants held by Mr. McIntire. Mr. McIntire has current voting control over all 33,333 restricted stock awards.
- (5) Represents 1,009,058 shares held by Industrial Security Alliance Partners, Inc., over which Mr. Kelly has voting and dispositive control. 625,000 of those shares are being registered for resale hereunder.
- (6) Represents 195,233 shares held by the Kevin M. Sherlock Revocable Trust, of which 33,333 shares are restricted stock awards. Mr. Sherlock has voting and dispositive control over the shares held by the trust. Mr. Sherlock has current voting control over all 33,333 restricted stock awards.
- (7) Represents (i) 16,667 shares of common stock owned of record by the David V. Aguilar Traditional IRA, (ii) 60,464 shares of common stock owned of record by Global Security and Innovative Strategies, LLC (“GSIS”), and (iii) 120,001 shares of common stock underlying options that are exercisable by GSIS. Mr. Aguilar is a partner in GSIS and has voting input regarding the shares held by GSIS. The address of GSIS is 1401 H Street NW, Suite 875, Washington, DC 20005.
- (8) Includes 33,333 shares of restricted stock awards and 42,776 shares of common stock underlying warrants that are exercisable by Mr. Berman. Mr. Berman has current voting control over all 33,333 restricted stock awards.
- (9) Includes 33,333 shares of restricted stock awards. Mr. Davies has current voting control over all 33,333 restricted stock awards. Also includes 4,748 shares held by Dasepi LLC. While Mr. Davies has no ownership interest in Dasepi LLC, he has voting and dispositive control over the shares held by Dasepi LLC.
- (10) Includes 66,667 shares of restricted stock awards. Ms. Kapoor has current voting control over all 66,667 restricted stock awards.
- (11) Represents 318,688 shares held by Spidemet, Inc., of which 33,333 shares are restricted stock awards. Mr. Marks has voting and dispositive control over the shares held by Spidemet, Inc. Mr. Marks has current voting control over all 33,333 restricted stock awards.
- (12) As reported on a Schedule 13G filed by Dr. Phillip Frost on March 2, 2021, represents (i) 820,834 shares owned of record by Mr. Frost, (ii) 1,343,580 shares owned of record by Frost Nevada Investment Trust and (iii) 2,397,193 shares owned of record by Frost Gamma Investments Trust. Mr. Frost has voting and dispositive control over the shares held by Frost Nevada Investment Trust and Frost Gamma Investments Trust. The address of Mr. Frost, Frost Nevada Investment Trust and Frost Gamma Investments Trust is 4400 Biscayne Boulevard, 15th Floor, Miami, FL 33137.

From time to time, the number of our shares held in the “street name” accounts of various securities dealers for the benefit of their clients or in centralized securities depositories may exceed 5% of the total shares of our common stock outstanding.

DESCRIPTION OF SECURITIES

Our authorized capital stock consists of 300,000,000 shares of common stock, par value \$0.0001 per share, and 100,000,000 shares of preferred stock, par value \$0.0001 per share. As of June 4, 2021, 71,531,070 shares of common stock were issued and outstanding and no shares of preferred stock were issued and outstanding. In addition, as of such date, 10,375,804 shares of common stock were reserved for issuance upon the exercise of outstanding common stock purchase warrants, including the Warrants, 5,805,011 shares of common stock were reserved for issuance upon the exercise of outstanding common stock purchase options, and 4,848,547 shares of common stock were reserved for issuance upon the conversion of outstanding convertible debt incurred in conjunction with the Fastback acquisition.

Common Stock

Voting, Dividend and Other Rights. Each outstanding share of common stock entitles the holder to one vote on all matters presented to the stockholders for a vote. Holders of shares of common stock have no cumulative voting, pre-emptive, subscription or conversion rights. All shares of common stock to be issued pursuant to this registration statement will be duly authorized, fully paid and non-assessable. Our board of directors determines if and when distributions may be paid out of legally available funds to the holders. To date, we have not declared any dividends with respect to our common stock. Our declaration of any cash dividends in the future will depend on our board of directors' determination as to whether, in light of our earnings, financial position, cash requirements and other relevant factors existing at the time, it appears advisable to do so. We do not anticipate paying cash dividends on the common stock in the foreseeable future.

Rights Upon Liquidation. Upon liquidation, subject to the right of any holders of the preferred stock to receive preferential distributions, each outstanding share of common stock may participate pro rata in the assets remaining after payment of, or adequate provision for, all our known debts and liabilities.

Majority Voting. The holders of a majority of the outstanding shares of common stock constitute a quorum at any meeting of the stockholders. A plurality of the votes cast at a meeting of stockholders elects our directors. The common stock does not have cumulative voting rights. Therefore, the holders of a majority of the outstanding shares of common stock can elect all of our directors. In general, a majority of the votes cast at a meeting of shareholders must authorize stockholder actions other than the election of directors. Most amendments to our articles of incorporation require the vote of the holders of a majority of all outstanding voting shares.

Preferred Stock

Authority of Board of Directors to Create Series and Fix Rights. Under our articles of incorporation, as amended, our board of directors can issue up to 100,000,000 shares of preferred stock from time to time in one or more series. The board of directors is authorized to fix by resolution as to any series the designation and number of shares of the series, the voting rights, the dividend rights, the redemption price, the amount payable upon liquidation or dissolution, the conversion rights, and any other designations, preferences or special rights or restrictions as may be permitted by law. Unless the nature of a particular transaction and the rules of law applicable thereto require such approval, our board of directors has the authority to issue these shares of preferred stock without shareholder approval.

Outstanding Warrants

As of June 4, 2021, the following warrants were outstanding:

- Warrants to purchase 10,002 shares of common stock at any time on or prior to August 3, 2021 at an initial exercise price of \$1.50 per share.
- Warrants to purchase 6,668 shares of common stock at any time on or prior to November 9, 2021 at an initial exercise price of \$1.50 per share.
- Warrants to purchase 33,334 shares of common stock at any time on or prior to September 26, 2022 at an initial exercise price of \$3.00 per share.

- Warrants to purchase 33,342 shares of common stock at any time on or prior to April 12, 2025 at an initial exercise price of \$3.60 per share.
- Warrants to purchase 62,172 shares of common stock at any time on or prior to April 29, 2025 at an initial exercise price of \$2.97 per share.
- Warrants to purchase 96,668 shares of common stock and remain outstanding at any time on or prior to December 31, 2022 at an initial exercise price of \$3.00 per share.
- Warrants to purchase 62,172 shares of common stock at any time on or prior to April 29, 2025 at an initial exercise price of \$2.97 per share.
- Warrants to purchase 17,866 shares of common stock at any time on or prior to August 20, 2025 at an initial exercise price of \$8.40 per share.
- Warrants to purchase 560,192 shares of common stock at any time on or prior to July 6, 2025 at an initial exercise price of \$0.15 per share for 315,689 of the warrants and \$0.72 per share for 244,503 of the warrants.
- Warrants to purchase 8,000 shares of common stock at any time on or prior to June 7, 2023 at an initial exercise price of \$3.00 per share.
- Warrants to purchase 100,000 shares of common stock at any time on or prior to January 20, 2026 at an initial exercise price of \$4.15 per share.
- Warrants to purchase 7,185,290 shares of common stock at any time on or prior to January 26, 2026 at an initial exercise price of \$4.50 per share.
- Warrants to purchase 154,216 shares of common stock and remain outstanding at any time on or prior to January 21, 2026 at an initial exercise price of \$5.1875 per share.
- Warrants to purchase 225,882 shares of common stock and remain outstanding at any time on or prior to February 10, 2026 at an initial exercise price of \$5.3125 per share.
- Warrants to purchase 1,820,000 shares of common stock and remain outstanding at any time on or prior to May 27, 2026 at an initial exercise price of \$4.50 per share.

Pursuant to the terms of such warrants, the applicable exercise price of such warrants is subject to adjustment in the event of stock splits, combinations or the like of our common stock.

Anti-Takeover Effects of Certain Provisions of Our Articles of Incorporation, as Amended, and Our Bylaws

Provisions of our articles of incorporation, as amended, and our bylaws could make it more difficult to acquire us by means of a merger, tender offer, proxy contest, open market purchases, removal of incumbent directors and otherwise. These provisions, which are summarized below, are expected to discourage types of coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of us to first negotiate with us. We believe that the benefits of increased protection of our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging takeover or acquisition proposals because negotiation of these proposals could result in an improvement of their terms.

Calling of Special Meetings of Stockholders. Our bylaws provide that special meetings of the stockholders may be called only by the chief executive officer, if any, or the president or the board of directors.

Removal of Directors; Vacancies. Our bylaws provide that a director may be removed either for or without cause at any special meeting of stockholders by the

affirmative vote of at least two-thirds of the voting power of the issued and outstanding stock entitled to vote; provided, however, that notice of intention to act upon such matter shall have been given in the notice calling such meeting.

Amendment of Bylaws. Our bylaws provide that our bylaws may be altered, amended or repealed at any meeting of the board of directors at which a quorum is present, by the affirmative vote of a majority of the directors present at such meeting.

Preferred Stock. Our articles of incorporation, as amended, authorize the issuance of up to 100,000,000 shares of preferred stock with such rights and preferences as may be determined from time to time by our board of directors in their sole discretion. Our board of directors may, without stockholder approval, issue series of preferred stock with dividends, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of our common stock.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is ClearTrust, LLC. ClearTrust, LLC's address is 16540 Pointe Village Drive, Suite 210, Lutz, FL 33558 and its telephone number is (813) 235-4490.

SELLING STOCKHOLDERS

The table below sets forth, as of June 4, 2021, the following information regarding the Selling Stockholders:

- the number of shares of common stock owned by each Selling Stockholder prior to this offering, without regard to any beneficial ownership limitations contained in the Warrants;
- the number of shares of common stock to be offered by each Selling Stockholder in this offering;
- the number of shares of common stock to be owned by each Selling Stockholder assuming the sale of all of the shares of common stock covered by this prospectus; and
- the percentage of our issued and outstanding shares of common stock to be owned by each Selling Stockholder assuming the sale of all of the shares of common stock covered by this prospectus based on the number of shares of common stock issued and outstanding as of June 4, 2021.

Except as described above, the number of shares of common stock beneficially owned by each Selling Stockholder has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and includes, for such purpose, shares of common stock that the Selling Stockholder has the right to acquire within 60 days of June 4, 2021.

The shares of common stock that may be offered by certain Selling Stockholders hereunder may be acquired by such Selling Stockholders upon the exercise by such Selling Stockholders of the Warrants that are held by such Selling Stockholders and that were previously issued in a private transaction by our company. The outstanding shares of common stock that may be offered by certain other Selling Stockholders hereunder were issued in private transactions by our company in connection with the acquisition of certain of our subsidiaries. Descriptions of the private transactions in which we issued the Warrants or the outstanding shares of common stock are set forth under the caption "Issuance of Securities to Selling Stockholders." Except as otherwise indicated, we believe that the Selling Stockholders have sole voting and investment power with respect to such shares of common stock.

All information with respect to the common stock ownership of each Selling Stockholder has been furnished by or on behalf of the Selling Stockholder. We believe, based on information supplied by the Selling Stockholders, that except as may otherwise be indicated in the footnotes to the table below, each Selling Stockholder has sole voting and dispositive power with respect to the shares of common stock reported as beneficially owned by it. Because the Selling Stockholders may sell some or all of the shares of common stock beneficially owned by them and covered by this prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares of common stock, no estimate can be given as to the number of shares of common stock available for resale hereby that will be held by the Selling Stockholders upon termination of this offering. In addition, the Selling Stockholders may have sold, transferred or otherwise disposed of, or may sell, transfer or otherwise dispose of, at any time and from time to time, the shares of common stock it beneficially owns in transactions exempt from the registration requirements of the Securities Act after the date on which it provided the information set forth in the table below. We have, therefore, assumed for the purposes of the following table, that each Selling Stockholder will sell all of the shares of common stock owned beneficially by it that are covered by this prospectus, but will not sell any other shares of common stock that it presently owns. Except in the case of (i) Brain M. Kelly, our Executive Vice President for Business Development, who joined our company in connection with our acquisition of RVision on April 1, 2021, and (ii) Scott R. Velazquez, our Chief Research Officer, who joined our company in connection with our acquisition of Innovation Digital on June 3, 2021, no Selling Stockholder has held any position or office, or has otherwise had a material relationship, with us or any of our subsidiaries within the past three years other than as a result of the ownership of our shares of common stock or other securities.

Name	Shares Owned Prior to the Offering		Number of Shares Offered	Shares Owned After the Offering	
	Number	Percent (1)		Number	Percent (1)
Amar Capital Corp. 8275 S. Eastern Avenue, Suite 200-361 Las Vegas, NV 89123	129,579	*%	79,579	50,000	*%
Big Elk Funding, LLC 11142 E Tamarisk Way Scottsdale, AZ 85262	181,209	*	57,271	123,938	*
Curtis R. Cornelius 2496 Royal Oak Drive Escondido, CA 92027	52,929	*	13,664	39,265	*
Charles A. Ebetino, Jr. 3694 Seaford Drive Columbus, OH 43220	2,362,620	3.3	119,418	2,243,202	3.0
Roseann Fierro 74 W. George Street Freehold, NJ 07728	61,145	*	27,239	33,906	*
Michael S. Geismar					

1325 Broomley Road Charlottesville, VA 22901	61,408	*	28,204	33,204	*
Kevin P. Gould 11529 Canterbury Circle Leawood, KS 66211	31,736	*	14,201	17,535	*
Grand Peak Capital Corp. 210 - 9648 128 Street Surrey, BC V3T 2X9 Canada	1,429,515	2.0	1,014,716	414,799	*
Jeffrey A. Grossman 35 Rochelle Drive New City, NY 10956	29,998	*	14,196	15,802	*
Halls of Valhalla, LLC 10655 Park Run Drive, Suite 130 Las Vegas, NV 89144	990,942	1.4	375,000	615,942	*
Industrial Security Alliance Partners, Inc. (2) 10350 Science Center Drive, Suite 100 San Diego, CA 92121	1,009,058	1.4	625,000	384,058	*
Janice M. Loshin 1 Summer Hill Way San Rafael, CA 94903	30,662	*	13,664	16,998	*
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Name	Shares Owned Prior to the Offering		Number of Shares Offered	Shares Owned After the Offering	
	Number	Percent (1)		Number	Percent (1)
Susan E. Loshin & Matthew A. Powers, JTWROS 432 Ridge Road Novato, CA 94947	30,662	*%	13,664	16,998	*%
Randall McCathren 702B Clearview Drive Nashville, TN 37205	123,916	*	54,458	69,458	*
Timothy McLaughlin 65 Bryant Avenue Roslyn, NY 11576	575,324	*	135,324	440,000	*
The Jay Harris Nussbaum Revocable Trust, Ira Entis Trustee 3303 Fox Mill Road Oakton, VA 22124	2,743,314	3.8	552,231	2,191,083	3.0
The Shaykin Family Foundation 5268 Sycamore Avenue Riverdale, NY 10471	30,604	*	13,635	16,969	*
Mark P. Siegel 6615 N. 66th Place Paradise Valley, AZ 85253	105,264	*	42,632	62,632	*
Mark Vanderbeek 112 Benton Street, Unit 105 Kitchener, ON N2G 3H6 Canada	391,624	*	391,624	-	*
Scott R. Velazquez (3) 13460 El Presidio Trail San Diego, CA 92130	3,165,322	4.4	3,165,322	-	*
Charles E. Watts 5810 Landing Court Emerald Isle, NC 28594	66,025	*	28,679	37,346	*
Vamsee M. Yaganti 7255 S Caladora Cove Cottonwood Heights, UT 8407	98,293	*	28,313	69,980	*

* less than 1%.

- (1) The percentages in the table have been calculated on the basis of treating as outstanding for a particular person, all shares of our capital stock outstanding on June 4, 2021. On June 4, 2021, there were 71,531,070 shares of our common stock outstanding. To calculate a stockholder's percentage of beneficial ownership, we include in the numerator and denominator the common stock outstanding and all shares of our common stock issuable to that person in the event of the exercise of outstanding options and warrants.
- (2) Brian Kelly, our Executive Vice President for Business Development, has control over Industrial Security Alliance Partners, Inc.
- (3) Scott R. Velazquez is our Chief Research Officer.

PLAN OF DISTRIBUTION

The Selling Stockholders and any of their pledgees, donees, assignees and successors-in-interest may, from time to time, sell any or all of its shares of common stock being offered under this prospectus on any stock exchange, market or trading facility on which our common stock is traded or in private transactions. These sales may be at fixed or negotiated prices. The Selling Stockholders may use any one or more of the following methods when disposing of the shares of common stock:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

- purchases by a broker-dealer as principal and resales by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- to cover short sales made after the date that the registration statement of which this prospectus is a part is declared effective by the SEC;
- broker-dealers may agree with the Selling Stockholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any of these methods of sale; and
- any other method permitted pursuant to applicable law.

The shares of common stock may also be sold under Rule 144 under the Securities Act, or any other exemption from registration under the Securities Act, if available for a Selling Stockholder, rather than under this prospectus. Each Selling Stockholder has the sole and absolute discretion not to accept any purchase offer or make any sale of shares of common stock if it deems the purchase price to be unsatisfactory at any particular time.

The Selling Stockholders may pledge their shares of common stock to their brokers under the margin provisions of customer agreements. If a Selling Stockholder defaults on a margin loan, the broker may, from time to time, offer and sell the pledged shares.

Broker-dealers engaged by a Selling Stockholder may arrange for other broker-dealers to participate in sales. Broker-dealers may receive commissions or discounts from a Selling Stockholder (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated, which commissions as to a particular broker or dealer may be in excess of customary commissions to the extent permitted by applicable law.

If sales of shares of common stock offered under this prospectus are made to broker-dealers as principals, we would be required to file a post-effective amendment to the registration statement of which this prospectus is a part. In the post-effective amendment, we would be required to disclose the names of any participating broker-dealers and the compensation arrangements relating to such sales.

The Selling Stockholders and any broker-dealers or agents that are involved in selling the shares of common stock offered under this prospectus may be deemed to be “underwriters” within the meaning of the Securities Act in connection with these sales. Commissions received by these broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Any broker-dealers or agents that are deemed to be underwriters may not sell common shares offered under this prospectus unless and until we set forth the names of the underwriters and the material details of their underwriting arrangements in a supplement to this prospectus or, if required, in a replacement prospectus included in a post-effective amendment to the registration statement of which this prospectus is a part.

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The Selling Stockholders and any other persons participating in the sale or distribution of the shares of common stock offered under this prospectus will be subject to applicable provisions of the Exchange Act, and the rules and regulations under that act, including Regulation M. These provisions may restrict activities of, and limit the timing of purchases and sales of any of the shares of common stock by, the Selling Stockholders or any other person. Furthermore, under Regulation M, persons engaged in a distribution of securities are prohibited from simultaneously engaging in market making and other activities with respect to those securities for a specified period of time prior to the commencement of such distributions, subject to specified exceptions or exemptions. All of these limitations may affect the marketability of the shares of common stock.

If any of the shares of common stock offered for sale pursuant to this prospectus are transferred other than pursuant to a sale under this prospectus, then subsequent holders may not use this prospectus until a post-effective amendment or prospectus supplement is filed, naming such holders. We offer no assurance as to whether the Selling Stockholder will sell all or any portion of the shares offered under this prospectus.

We agreed to use commercially reasonable efforts to keep the registration statement of which this prospectus is a part effective at all times until the Selling Stockholders no longer own any Warrants or shares of common stock issuable upon the exercise thereof. The shares of common stock will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the shares of common stock covered hereby may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

LEGAL MATTERS

The legality of the issuance of the shares of common stock offered in this prospectus will be passed for us by Flangas Law Group, Las Vegas, Nevada.

EXPERTS

Our financial statements as of December 31, 2020 and for the year ended December 31, 2020 and the period January 10, 2019 (inception) through December 31, 2019, which are incorporated by reference into this prospectus from our Annual Report on Form 10-K for the year ended December 31, 2020, have been audited by Haskell & White LLP, an independent registered public accounting firm, to the extent and for the periods set forth in their report, which is incorporated by reference herein, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the SEC a registration statement on Form S-1 under the Securities Act with respect to the securities being offered by this prospectus. This prospectus does not contain all of the information in the registration statement of which this prospectus is a part and the exhibits to such registration statement. For further information with respect to us and the securities offered by this prospectus, we refer you to the registration statement of which this prospectus is a part and the exhibits to such registration statement. Statements contained in this prospectus as to the contents of any contract or any other document are not necessarily complete, and in each instance, we refer you to the copy of the contract or other document filed as an exhibit to the registration statement of which this prospectus is a part. Each of these statements is qualified in all respects by this reference.

The registration statement of which this prospectus is a part is available at the SEC’s website at <http://www.sec.gov>. You may also request a copy of these filings, at no cost, by writing us at 5000 Quorum Drive, Suite 400, Dallas, Texas 75254, Attention: Chief Financial Officer or telephoning us at (469) 930-2661.

We are subject to the information and reporting requirements of the Exchange Act and, in accordance with this law, file periodic reports, proxy statements and other information with the SEC. These periodic reports, proxy statements and other information are available at the SEC’s website referred to above. We also maintain a website at www.COMSovereign.com. You may access these materials free of charge as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Information contained on our website is not a part of this prospectus and the inclusion of our website address in this prospectus is an inactive textual reference only.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” information into this prospectus, which means that we can disclose important information to you by referring you to those documents and that the information in this prospectus is not complete and you should read the information incorporated by reference for more detail. We incorporate by reference in two ways. First, we list certain documents that we have already filed with the SEC. The information in these documents is considered part of this prospectus. Second, the information in documents that we file with the SEC in the future will update and supersede the current information in, and incorporated by reference in, this prospectus until we file a post-effective amendment that indicates the termination of the offering of the common stock made by this prospectus.

We incorporate by reference the documents listed below and any future filings we will make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than information furnished in Current Reports on Form 8-K filed under Item 2.02 or 7.01 of such form unless such form expressly provides to the contrary), including those made after the date of the initial filing of the registration statement of which this prospectus is a part and prior to effectiveness of such registration statement:

- Our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020 filed with the SEC on March 30, 2021;
- Our Quarterly Report on [Form 10-Q](#) for the three-month period ended March 31, 2021 filed with the SEC on May 17, 2021;
- Our Definitive Proxy Statement on [Schedule 14A](#) (to the extent incorporated by reference into our Annual Report on Form 10-K) filed with the SEC on April 30, 2021;
- Our Current Reports on Form 8-K filed with the SEC on [January 27, 2021](#), [February 4, 2021](#), [February 16, 2021](#), [February 23, 2021](#), [March 1, 2021](#), [March 25, 2021](#), [April 6, 2021](#), [April 22, 2021](#), [May 17, 2021](#), [June 3, 2021](#) and [June 8, 2021](#); and
- The description of our common stock contained in Amendment No. 1 to our registration statement on [Form 8-A](#) (File No. 001-39379) filed with the SEC on December 22, 2020 under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

The documents incorporated by reference into this prospectus are also available on our corporate website at www.COMSovereign.com. We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the information that has been incorporated by reference in this prospectus but not delivered with this prospectus. You may request a copy of this information at no cost, by writing or telephoning us at the following address or telephone number:

COMSovereign Holding Corp.
Attention: Corporate Secretary
5000 Quorum Drive, Suite 400
Dallas, TX 75254
469-930-2661

6,808,034 Shares



COMomSovereign Holding Corp.

PROSPECTUS

June , 2021

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. *Other Expenses of Issuance and Distribution*

The following table sets forth the expenses expected to be incurred by us in connection with the issuance and distribution of the Securities registered hereby, all of which expenses, except for the Securities and Exchange Commission registration fee, are estimates:

Description	Amount
SEC Filing Fee	\$ 1,849.46
Printing Expenses	500.00
Accounting Fees and Expenses	15,000.00
Legal Fees and Expenses	30,000.00
Miscellaneous	2,650.54
Total	\$ 50,000.00

Item 14. *Indemnification of Directors and Officers*

Nevada Revised Statutes (“NRS”) Section 78.7502 provides that a corporation shall indemnify any director, officer, employee or agent of a corporation against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with any the defense to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to Section 78.7502(1) or 78.7502(2), or in defense of any claim, issue or matter therein.

NRS 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys’ fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

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NRS Section 78.747 provides that except as otherwise provided by specific statute, no director or officer of a corporation is individually liable for a debt or liability of the corporation, unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation.

Our Articles of Incorporation and Bylaws provide that we shall indemnify our directors, officers, employees and agents to the full extent permitted by NRS, including in circumstances in which indemnification is otherwise discretionary under such law.

These indemnification provisions may be sufficiently broad to permit indemnification of our officers, directors and other corporate agents for liabilities (including reimbursement of expenses incurred) arising under the Securities Act of 1933.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of our company pursuant to the foregoing provisions, or otherwise, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

We have the power to purchase and maintain insurance on behalf of any person who is or was one of our directors or officers, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other business against any liability asserted against the person or incurred by the person in any of these capacities, or arising out of the person’s fulfilling one of these capacities, and related expenses, whether or not we would have the power to indemnify the person against the claim under the provisions of the NRS. We do not currently maintain director and officer liability insurance on behalf of our director and officers; however, we intends to so purchase and maintain such insurance when economically feasible.

Item 15. *Recent Sales of Unregistered Securities*

During the past three years, we have issued securities in the following transactions, each of which was exempt from the registration requirements of the Securities Act. Except for the shares of our common stock that were issued upon the conversion of convertible indebtedness, all of the below-referenced securities were issued pursuant to the exemption from registration under Section 4(a)(2) of the Securities Act and are deemed to be restricted securities for purposes of the Securities Act. There were no underwriters or placement agents employed in connection with any of these transactions. Use of the exemption provided in Section 4(a)(2) for transactions not involving a public offering is based on the following facts:

- Neither we nor any person acting on our behalf solicited any offer to buy or sell securities by any form of general solicitation or advertising.
- The recipients were either accredited or otherwise sophisticated individuals who had such knowledge and experience in business matters that they were capable of evaluating the merits and risks of the prospective investment in our securities.
- The recipients had access to business and financial information concerning our company.
- All securities issued were issued with a restrictive legend and may only be disposed of pursuant to an effective registration or exemption from registration in

compliance with federal and state securities laws.

The shares of our common stock that were issued upon the conversion of our Series A preferred stock and convertible indebtedness were issued pursuant to the exemption from registration under Section 3(a)(9) of the Securities Act and are deemed to be restricted securities for purposes of the Securities Act.

The number of shares of common stock issued or issuable in each transaction, and the price per share of common stock in each transaction, has been adjusted to give effect to the proposed one-for-three reverse stock split of the common stock to be effected following the effective date of Registration Statement but prior to the closing of the offering contemplated hereby.

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2018 Common Stock Issuance

During the year ended December 31, 2018, we issued a total of 4,819,385 shares of common stock as follows:

- (a) On October 25, 2018, we issued 83,334 shares of common stock to two members of our strategic advisory board as compensation for their extended service agreement from November 1, 2018 until October 31, 2019.
- (b) On December 21, 2018, we issued 2,059,137 shares of common stock pursuant to conversion of the 2016 convertible notes payable and 1,343,580 shares of common stock pursuant to conversion of the 2017 convertible note payable.
- (c) On December 27, 2018, we completed the sale of 1,333,334 shares of common stock at \$1.50 per share for an aggregate purchase price of \$2,000,000.

2018 Option Issuance

During the year ended December 31, 2018, we issued options to purchase a total of 3,853,335 shares common stock as follows:

- (a) On March 28, 2018, we issued options to purchase an aggregate of 33,334 shares of common stock outside our 2015 Equity Plan to a newly-appointed directors with an exercise price of \$3.00.
- (b) On May 16, 2018, we issued options to purchase an aggregate of 153,334 shares of common stock outside our 2015 Equity Plan to four employees with an exercise price of \$3.00.
- (c) On August 22, 2018, we granted options to purchase an aggregate of 1,666,667 shares of common stock outside our 2015 Equity Plan to five management employees and four directors at an exercise price of \$3.00 per share. On September 26, 2018, the Board cancelled these options, which had not vested.
- (d) On September 26, 2018, we granted options to purchase an aggregate of 2,000,000 shares of common stock outside our 2015 Equity Plan to five management employees and four directors at an exercise price of \$1.95 per share.

2018 Warrant Issuance

During the year ended December 31, 2018, we issued warrants to purchase a total of 33,334 shares common stock as follows:

- (a) On September 26, 2018, we issued a warrant to purchase 33,334 shares of common stock outside our 2015 Equity Plan to Global Security Innovative Strategies, LLC for services rendered at an exercise price of \$3.00 per share.

2019 Common Stock Issuance

During the year ended December 31, 2019, we issued a total of 2,138,501 shares of common stock as follows:

- (a) On January 25, 2019, we completed the sale of 1,338,500 shares of common stock pursuant a securities purchase agreement at a purchase price of \$1.50 per share, for an aggregate purchase price of \$2,007,750. The aggregate consideration consisted of (1) cash in the aggregate amount of \$1,432,750, (2) a promissory note from a single non-affiliated investor in the aggregate principal amount of \$500,000, (3) a full-recourse promissory note payable by Daniyel Erdberg, our Chief Executive Officer and President at that time, in the amount of \$50,000 and (4) a full-recourse promissory note payable by Kendall Carpenter, our Chief Financial Officer at that time, in the amount of \$25,000. On April 30, 2019, we and Mr. Erdberg entered into an agreement whereby we redeemed 33,334 shares of common stock and cancelled the \$50,000 note.

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- (b) On September 4, 2019, we redeemed 33,334 shares of common stock from a former director of our company pursuant to a redemption agreement at \$1.50 per share for an aggregate redemption price of \$50,000.
- (c) On November 12, 2019, we issued pursuant to our 2015 Equity Plan, an aggregate of 766,667 shares of common stock to officers, directors and a consultant for services rendered, which shares were valued at \$0.75 per share.

2019 Options Issuance

During the year ended December 31, 2019, we issued options to purchase a total of 43,334 shares of common stock as follows:

- (a) On March 20, 2019, we issued options to purchase an aggregate of 43,334 shares of common stock outside our 2015 Equity Plan to two employees for services provided with an exercise price of \$3.18 per share.

2019 Warrants Issuance

During the year ended December 31, 2019, we issued warrants to purchase a total of 16,667 shares of common stock as follows:

- (a) On March 20, 2019, we issued a warrant to purchase 16,667 shares of common stock outside our 2015 Equity Plan to a contractor for services provided with an exercise price of \$3.18 per share.

2020 Common Stock Issuance

During the year ended December 31, 2020, we issued a total of 6,667,461 shares of common stock as follows:

- (a) On March 12, 2020, we issued to a consultant 55,032 shares of common stock for services rendered, which shares were valued at \$1.93 per share.
- (b) On March 5, 2020, as partial consideration for a loan, we issued to an accredited investor 16,667 shares of common stock for a purchase price of \$0.03 per share.
- (c) On April 30, 2020, we issued to an investor 94,510 shares of our common stock upon the exercise of warrants previously issued to such investor by our subsidiary, ComSovereign Corp., with an exercise price of \$0.03 per share and 7,066 shares of common stock in lieu of an aggregate cash interest payment payable by our subsidiary, ComSovereign Corp., through December 31, 2019 on its outstanding convertible debentures and promissory notes held by such investor.
- (d) On July 6, 2020, we issued an aggregate of 3,912,737 shares of our common stock to an aggregate of eight equity holders of Virtual Network Communications Inc. in connection with our acquisition of that company.
- (e) On July 29, 2020, we sold an aggregate of 30,614 shares of common stock at a price of \$3.00 per share to two accredited investors.
- (f) On August 8, 2020, we issued an aggregate of 51,004 share of common stock to two consultants for services rendered, which shares were valued between \$3.11 and \$3.75 per share.

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- (g) Between August 4, 2020 and August 19, 2020, we issued an aggregate of 844,496 shares of our common stock upon the conversion of principal of, and accrued interest on, an aggregate of \$2,633,400 principal amount of outstanding indebtedness at conversion prices ranging from \$3.00 to \$4.50 per share.
- (h) On August 24, 2020, as partial consideration for a loan, we issued to an accredited investor 133,334 shares of our common stock for no additional consideration.
- (i) On August 26, 2020, we issued 18,334 shares of our common stock to a consultant for services rendered, which shares were valued at \$3.00 per share.
- (j) On September 28, 2020, we sold 33,334 shares of common stock at a price of \$7.20 per share to an accredited investor.
- (k) On October 2, 2020, we issued 147,824 shares of our common stock upon the conversion of principal and interest on outstanding indebtedness at \$2.70 per share.
- (l) On October 6, 2020 issued 16,667 shares of our common stock upon the partial exercise of a common stock purchase warrant at \$0.81 per share to one equity holder of Virtual Network Communications Inc. who received such option in connection with our acquisition of that company.
- (m) On October 6, 2020, we issued 5,255 shares of our common stock as payment to a consultant at a weighted average price of \$3.81 per share.
- (n) On October 7, 2020, we issued 633,334 shares of our common stock to fulfill restricted stock grants made at \$2.46 per share.
- (o) On October 14, 2020, we issued 33,334 shares of our common stock attributable to a debt modification agreement at \$3.15 per share. In addition, we issued 333,334 shares of our common stock in exchange for the cancellation of \$1,500,000 of principal at \$4.50 per share.
- (p) On October 27, 2020, we issued 1,970 shares of our common stock to a consultant for services rendered, which shares were valued at \$7.74 per share.
- (q) On November 16, 2020, we issued 188,574 shares of our common stock upon the exchange of principal, interest and fees on outstanding indebtedness totaling \$1,414,301 at \$7.50 per share.
- (r) On November 17, 2020, we issued 100,000 shares of our common stock upon settlement of a litigation matter at \$6.90 per share.
- (s) On December 14, 2020, we issued 5,000 shares of our common stock as payment to a consultant at a price of \$6.15 per share.
- (t) On December 14, 2020, we issued 5,041 shares of our common stock upon the exercise of common stock purchase options at \$1.98 per share.

2020 Options Issuance

During the year ended December 31, 2020, we issued options to purchase a total of 908,503 shares of common stock as follows:

- (a) On July 6, 2020, we issued options to purchase an aggregate of 841,836 shares of our common stock with exercise prices ranging from \$0.15 to \$0.86 per share to an aggregate of three equity holders of Virtual Network Communications Inc. in connection with our acquisition of that company.
- (b) On July 6, 2020, we issued to two of our executive officers pursuant to our 2020 Long Term Incentive Plan, an aggregate of 66,667 stock options with an exercise price of \$3.24 per share.

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2020 Warrants Issuance

During the year ended December 31, 2020, we issued warrants to purchase a total of 858,960 shares of common stock as follows:

- (a) On April 13, 2020, in connection with a loan transaction, we issued to the placement agent warrants to purchase 33,334 shares of common stock with an exercise price of \$3.60 per share.

- (b) On April 29, 2020, as partial consideration for a loan, we issued to an accredited investor warrants to purchase 52,910 shares of common stock with an exercise price of \$2.97 per share. In connection with such transaction, we issued to a placement agent warrants to purchase 9,260 shares of common stock with an exercise price of \$2.97 per share.
- (c) On June 8, 2020, as partial consideration in a payment to a vendor, warrants to purchase 8,000 shares of common stock with an exercise price of \$3.00 per share.
- (d) On July 2, 2020, as partial consideration for a loan, we issued to two accredited investors warrants to purchase an aggregate of 96,667 shares of common stock with an exercise price of \$3.00 per share.
- (e) On July 6, 2020, we issued warrants to purchase an aggregate of 315,688 shares of our common stock with an exercise price of \$0.15 per share and warrants to purchase an aggregate of 263,074 shares of our common stock with an exercise price of \$0.72 per share to one equity holder of Virtual Network Communications Inc. in connection with our acquisition of that company.
- (f) On July 7, 2020, as partial consideration for a loan, we issued to an accredited investor warrants to purchase 52,910 shares of common stock with an exercise price of \$2.97 per share. In connection with such transaction, we issued to a placement agent warrants to purchase 9,260 shares of common stock with an exercise price of \$2.97 per share.
- (g) On August 21, 2020, in connection with a loan transaction, we issued to the placement agent warrants to purchase 17,857 shares of common stock with an exercise price of \$8.40 per share.

2020 Convertible Debt Issuance

During the year ended December 31, 2020, we issued debt instruments that are convertible into an indeterminate number of shares of common stock as follows:

- (a) On April 29, 2020, we issued an accredited investor a 12.5% OID Convertible Promissory note in the principal amount of \$285,714 that is convertible into our common stock only at the option of the holder prior to the maturity date of January 29, 2021 at \$2.70 per share or, upon the occurrence and during the continuance of an Event of Default as defined in the contract.
- (b) On July 2, 2020, we issued to two accredited investors \$2,900,000 aggregate principal amount of our 9% Senior Convertible Debentures that are convertible into shares of our common stock at a conversion price of \$3.00 per share
- (c) On July 7, 2020, we issued an accredited investor a 12.5% OID Convertible Promissory note in the principal amount of \$285,714 that is convertible into our common stock only at the option of the holder prior to the maturity date of January 29, 2021 at \$2.70 per share or, upon the occurrence and during the continuance of an Event of Default as defined in the contract.
- (d) On August 21, 2020, we issued an accredited investor a 12.5% OID Convertible Promissory Note in the principal amount of \$1,700,000 that is convertible into our common stock only after the maturity date of November 21, 2020 at a conversion price equal to 65% of the VWAP of our common stock for the 20-day period prior to the date of conversion.

2020 Secured Promissory Notes

During the year ended December 31, 2020, we issued, assumed, or entered into secured promissory notes as follows:

- (a) On February 26, 2020, we entered into a \$600,000 secured business loan bearing interest at 78.99% per annum.
- (b) On March 6, 2020, we assumed a secured loan with FirstBank in the principal amount of \$979,381 bearing interest at 5% per annum that was modified on August 5, 2020, to extend the maturity date and allow a single payment of all unpaid principal and accrued interest upon maturity. The interest rate was also increased to 36% per annum for any principal balance remaining unpaid past the extended maturity date.
- (c) On March 19, 2020, we entered into a secured loan agreement in the amount of \$2,007,971 bearing interest at 5% per annum that was modified on August 5, 2020 to extend the maturity date. The interest rate automatically increases to 18% per annum or the maximum amount permitted by applicable law on any unpaid principal, and a late charge of 5% may be charged for any balance overdue by more than 10 days.
- (d) On December 8, 2020, we entered into a secured loan agreement with a single lender pursuant to which we received a loan in the amount of \$1,000,000 that is evidenced by a promissory note in the principal amount of \$1,100,000, including \$100,000 of original issue discount, that bears interest at the rate of 10% per annum and matures on January 6, 2021. Interest and principal are payable in full at maturity. The loan is secured by our equity in VNC, substantially all of the assets of VNC and certain of our intellectual property assets.

2020 Promissory Notes

During the year ended December 31, 2020, we issued promissory notes as follows:

- (a) On March 5, 2020, we issued to an accredited investor a promissory note in the principal amount of \$500,000 for a purchase price of \$446,000 and issued 16,667 shares of our common stock in lieu of interest.
- (b) In connection with the acquisition of the business by our subsidiary Sovereign Plastics on March 6, 2020:
 - i. we entered into several promissory notes with the sellers in the aggregate principal amount of \$409,586 that do not bear interest;
 - ii. we agreed to pay an aggregate principal amount of \$165,986 to the sellers in a non-interest bearing agreement;
 - iii. we assumed a promissory note in the principal amount of \$86,866 bearing interest at 3% per annum;
 - iv. we assumed an equipment financing loan with an aggregate principal balance of \$64,865 bearing interest at 8.5% per annum;
 - v. we assumed an equipment financing loan with an aggregate principal balance of \$95,810 bearing interest at 6.7% per annum; and
 - vi. we assumed an equipment financing loan with an aggregate principal balance of \$43,957 bearing interest at 6.7% per annum.

- (c) On May 29, 2020, we issued a promissory note to an accredited investor in the principal amount of \$290,000 with an original issue discount of \$40,000, bearing interest at 12% per annum for any principal balance remaining unpaid past the maturity date.
- (d) On July 1, 2020, we sold to an accredited investor for a purchase price of \$50,000 a promissory note in the principal amount of \$50,000 that bears interest at 4.8% and matures on November 30, 2020.
- (e) Between July 2, 2020 and August 21, 2020, we issued to seven accredited investors \$1,200,000 aggregate principal amount of 15% promissory notes for a purchase price of 100% of the principal amount of such notes purchased.
- (f) Between November 4, 2020 and November 24, 2020, we issued to seven accredited investors \$550,000 aggregate principal amount of 15% promissory notes for a purchase price of 100% of the principal amount of such notes purchased.
- (g) Paycheck Protection Program of the CARES Act
 - a. Between April 30 and May 26, 2020, six of our subsidiaries received loan proceeds in the aggregate principal amount of \$455,184 under the PPP bearing interest at 1% per annum.
 - b. In connection with the VNC acquisition on July 6, 2020, we assumed a PPP loan in the principal amount of \$24,028 bearing interest at 1% per annum.
 - c. August 11, 2020, one of our subsidiaries received loan proceeds in the aggregate principal amount of \$103,659 under the PPP bearing interest at 1% per annum.
- (h) Between October 15, 2020 and December 28, 2020, we issued to an accredited investor, \$700,000 aggregate principal amount of 10% promissory notes for a purchase price of 100% of the principal amount of such notes purchased.
- (i) Between November 13, 2020 and December 24, 2020, we issued to an accredited investor, \$120,000 aggregate principal amount of 8% promissory notes for a purchase price of 100% of the principal amount of such notes purchased.

2021 Common Stock Issuance

During 2021 we issued a total of 11,407,027 shares of common stock as follows:

- (a) On or about January 14, 2021, we issued 3,334 shares of our common stock upon the exercise of an subsidiary acquisition warrant at \$0.1497 per share.
- (b) On or about January 22, 2021, we issued 8,169 shares of our common stock to a consultant for services rendered, which shares were valued at \$6.60 per share.
- (c) On or about January 22, 2021, we issued 155,013 shares of our common stock upon the conversion of principal and interest on outstanding indebtedness at \$2.70 per share.
- (d) On or about January 22, 2021, we issued 66,667 shares of our common stock to fulfil restricted stock grants made at \$4.15 per share.
- (e) On or about January 26, 2021, we issued 125,186 shares of our common stock upon the conversion of principal and interest on outstanding indebtedness at \$2.27 per share, 300,000 shares of our common stock upon the conversion of principal and interest on outstanding indebtedness at \$3.00 per share, and 2,751,556 shares of our common stock upon the conversion of principal and interest on outstanding indebtedness at \$4.15 per share.

- (f) On or about February 12, 2021, we issued 10,000 shares of our common stock to a consultant for services rendered, which shares were valued at \$5.09 per share.
- (g) On or about February 26, 2021, we issued 209,000 shares of our common stock to consultants for services rendered, which shares were valued at \$3.55 per share.
- (h) On or about March 11, 2021, we issued 2,555,209 shares of our common stock in connection with the acquisition of Sky Sapience Ltd., which shares were valued at \$3.55 per share.
- (i) On or about April 7, 2021, we issued 2,000,000 shares of our common stock to two accredited investors in connection with the acquisition of RVision LLC, which shares were valued at \$2.79 per share.
- (j) On or about April 24, 2021, we issued 7,571 shares of our common stock to a consultant for services rendered, which shares were valued at \$2.84 per share.
- (k) On or about April 24, 2021, issued 50,000 shares of our common stock upon the partial exercise of a common stock purchase option at \$0.15 per share to one equity holder of Virtual Network Communications Inc. who received such option in connection with our acquisition of that company.
- (l) On or about June 3, 2021, we issued 3,165,322 shares of our common stock to an accredited investor in connection with the acquisition of Innovation Digital, LLC, which shares were valued at \$2.35 per share.

2021 Unit Issuance

- (a) On or about January 26, 2021, we issued an aggregate of 2,751,556 units of Common Stock and warrants ("Units") of the Company, consisting of 2,751,556 shares of our common stock and warrants to purchase an aggregate of 2,751,556 shares of our common stock with an exercise price of \$4.50 per share, to an aggregate of 21 accredited investors upon the conversion of promissory notes in the aggregate principal amount of \$9.9 million plus accrued interest thereon.

2021 Options Issuance

- (a) On April 1, 2021, we issued to six of our executive officers pursuant to our 2020 Long Term Incentive Plan, an aggregate of 2,458,163 stock options with an exercise price of between \$2.75 and \$3.025 per share, and authorized issuance of 753,837 stock options with an exercise price of between \$2.75 and \$3.025 per share subject to shareholder approval of the proposed amended 2020 Long Term Incentive Plan. We also issued to five of our directors an aggregate of 1,025,000 stock options with

an exercise price of \$2.75, subject to shareholder approval of the proposed amended 2020 Long Term Incentive Plan.

- (b) On April 5, 2021, we authorized issuance to 13 members of our advisory board directors an aggregate of 295,000 stock options with an exercise price of \$2.75, subject to shareholder approval of the proposed amended 2020 Long Term Incentive Plan.

Item 16. — Exhibits and Financial Statement Schedules.

(a)

- (3) Exhibits:

Exhibit Number	Exhibit Description	Incorporation by Reference		
		Form	Filing Date	Exhibit Number
3.1	Restated Articles of Incorporation.	10-K	3/30/2021	3.1
3.2	Amended and Restated By-Laws.	10-K	7/6/2020	3.2

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Exhibit Number	Exhibit Description	Incorporation by Reference		
		Form	Filing Date	Exhibit Number
4.1	Warrant dated April 29, 2020 issued to Red Diamond Partners LLC.	8-K	5/5/2020	4.2
4.2	Form of 9% Senior Convertible Debentures.	8-K	7/7/2020	4.1
4.3	Form of July 2020 Warrants to purchase common stock.	8-K	7/7/2020	4.2
4.4	Form of Warrant Agency Agreement dated January 26, 2021 between the Company and ClearTrust, LLC, including form of Warrant Certificate.	8-K	1/27/2021	10.1
4.5	Form of Convertible Note of COMSovereign Holding Corp. dated January 29, 2021.	8-K	2/4/2021	4.2
4.6	Senior Secured Convertible Promissory Note dated May 27, 2021 of COMSovereign Holding Corp. issued to Lind Global Asset Management IV, LLC.	8-K	6/3/2021	10.2
4.7	Warrant dated May 28, 2021 of COMSovereign Holding Corp. issued to Lind Global Asset Management IV, LLC.	8-K	6/3/2021	10.3
4.8	Convertible Promissory Note dated June 3, 2021 of COMSovereign Holding Corp. to Scott R Velazquez.	8-K	6/8/2021	10.2
5.1	Legal Opinion of Flangas Law Group	—	*	—
10.1#	2015 Equity Incentive Plan.	8-K	9/11/2015	99.1
10.2#	Form of Nonqualified Stock Option Agreement under 2015 Equity Incentive Plan.	8-K	1/12/2017	10.3
10.3	Form of Amendment No. 1 dated December 2017 to the Form of Nonqualified Stock Option Agreement.	8-K	12/27/2018	10.5
10.4	Form of Amendment No. 2 dated November 2019 to the Form of Nonqualified Stock Option Agreement.	10-Q	11/14/2019	10.1
10.5	Consulting Agreement dated November 10, 2017 between the Company and Global Security Innovative Strategies, LLC.	10-Q	11/13/2017	10.35
10.6	Amendment No. 1 dated September 26, 2018 to the Consulting Agreement between the Company and Global Security & Innovative Strategies, LLC.	8-K	9/28/2018	10.4
10.7#	Employment Agreement dated December 2, 2019 between the Company and Daniel L. Hodges.	8-K	12/12/2019	10.1
10.8#	Employment Agreement dated December 2, 2019 between the Company and John E. Howell.	8-K	12/12/2019	10.2
10.9#	Employment Agreement dated December 2, 2019 between the Company and Dr. Dustin McIntire, Ph.D.	8-K	12/12/2019	10.3
10.10#	Employment Agreement dated January 2, 2020 between the Company and Kevin M. Sherlock.	8-K	1/8/2020	10.2
10.11	COMSovereign Holding Corp. 2020 Long-Term Incentive Plan	8-K	5/12/2020	10.1
10.12	Manufacturing Services Agreement dated as of April 4, 2018, between DragonWave-X and Benchmark Electronics, Inc.	10-K	7/6/2020	10.37
10.13	Agreement and Plan of Merger, dated as of August 24, 2020, by and among the Company, CHC Merger Sub 8, LLC, and Skyline Technology Partners d/b/a Fastback Networks and the Stockholders' Representative named therein.	S-1/A	12/10/2020	10.40
10.14†	Transpositional Modulation Technology Licensing Agreement dated as of August 3, 2020 among TM Technologies, Inc., TM IP Holdings, LLC and COMSovereign Holding Corp.	S-1/A	8/28/2020	10.42
10.15	Business Loan Agreement dated January 15, 2021 between AZCOMS LLC and TerraCotta Credit REIT, LLC.	8-K	2/4/2021	10.1
10.16#	Employment Agreement dated February 19, 2021 between the Company and Martin R. Wade, III.	8-K	2/23/2021	10.10

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Exhibit Number	Exhibit Description	Incorporation by Reference		
		Form	Filing Date	Exhibit Number
10.17	Share Purchase Agreement dated as of February 25, 2021 among the Company, Sky Sapience Ltd., the shareholders of Sky Sapience Ltd. and the Shareholders' Representative.	8-K	3/1/2021	10.10
10.18	Share Exchange Agreement dated as of March 26, 2021 among COMSovereign Holding Corp., RVision, Inc., Industrial Security Alliance Partners, Inc. and Halls of Valhalla, LLC.	10-K	3/30/2021	10.50
10.19#	Employment Agreement dated as of April 1, 2021 between Brian M. Kelly and COMSovereign Holding Corp.	8-K	4/6/2021	10.20
10.20†	Securities Purchase Agreement, dated May 27, 2021 between COMSovereign Holding Corp. and Lind Global Asset Management IV, LLC.	8-K	6/3/2021	10.1
10.21†	Security Agreement dated May 27, 2021 between COMSovereign Holding Corp. and Lind Global Macro Fund.	8-K	6/3/2021	10.4
10.22	Guaranty dated as of May 27, 2021 of the Subsidiaries of COMSovereign Holding Corp. in favor of Lind Global Asset Management IV, LLC.	8-K	6/3/2021	10.5

10.23†	Security Agreement dated as of May 27, 2021 among the Subsidiaries of COMSovereign Holding Corp. and Lind Global Asset Management IV, LLC.	8-K	6/3/2021	10.6
10.24	Form of Patent Security Agreement dated as of May 27, 2021 between certain Subsidiaries of COMSovereign Holding Corp. and Lind Global Asset Management IV, LLC.	8-K	6/3/2021	10.7
10.25	Form of Trademark Security Agreement dated as of May 27, 2021 between certain Subsidiaries of COMSovereign Holding Corp. and Lind Global Asset Management IV, LLC.	8-K	6/3/2021	10.8
10.26†	Agreement and Plan of Merger and Reorganization, dated as of June 3, 2021, among the COMSovereign Holding Corp., CHC Merger Sub V, LLC, Innovation Digital, LLC and Scott R. Velazquez.	8-K	6/8/2021	10.1
10.27#	Employment Agreement dated as of June 3, 2021 between Scott R. Velazquez and COMSovereign Holding Corp.	8-K	6/8/2021	10.3
21	List of Subsidiaries.	—	*	—
23.1	Consent of Haskell & White.	—	*	—
23.2	Consent of Flangas Law Group (contained in Exhibit 5.1).	—	*	—
24.1	Power of Attorney (included on page II-13 of the original filing of this registration statement on Form S-1).	—	*	—

Indicates management contract or compensatory plan or arrangement.

* Filed herewith.

† Portions of this exhibit have been redacted in compliance with Item 601(b)(10) of Regulation S-K. Schedules, exhibits and similar supporting attachments to this exhibit are omitted pursuant to Item 601(b)(2) of Regulation S-K. We agree to furnish a supplemental copy of any omitted schedule or similar attachment to the Securities and Exchange Commission upon request.

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Item 17. Undertakings

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the “Securities Act”) may be permitted to directors, officers and controlling persons of the Company, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned Company hereby undertakes that:

- (1) To file, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to:
 - (i) Include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in the Registration Statement; and
 - (iii) Include any additional or changed information on the plan of distribution.
- (2) For determining liability under the Securities Act, the Company will treat each such post-effective amendment as a new Registration Statement of the securities offered, and the offering of such securities at that time to be the initial bona fide offering.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) For determining any liability under the Securities Act, treat each post-effective amendment that contains a form of prospectus as a new Registration Statement for the securities offered in the Registration Statement, and that offering of the securities at that time as the initial bona fide offering of those securities.
- (5) For determining liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
- (6) For determining liability under the Securities Act, if securities are offered or sold to a purchaser by means of any of the following communications, the Company will be a seller to such purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the Company or used or referred to by the Company;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the Company or its securities provided by or on behalf of the Company; and
 - (iv) Any other communication that is an offer in the offering made by the Company to a purchaser.

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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 Dallas, State of Texas, on June 14, 2021.

By: /s/ Daniel L. Hodges
 Daniel L. Hodges
 Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Daniel L. Hodges and Kevin Sherlock, his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including pre-effective and post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, including any Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, with the SEC, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of his 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 by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Daniel L. Hodges</u> Daniel L. Hodges	Chairman and Chief Executive Officer (Principal Executive Officer)	June 14, 2021
<u>/s/ Martin R. Wade III</u> Martin R. Wade III	Chief Financial Officer (Principal Financial and Accounting Officer)	June 14, 2021
<u>/s/ John E. Howell</u> John E. Howell	Director	June 14, 2021
<u>/s/ David Aguilar</u> David Aguilar	Director	June 14, 2021
<u>/s/ Richard J. Berman</u> Richard J. Berman	Director	June 14, 2021
<u>/s/ Brent M. Davies</u> Brent M. Davies	Director	June 14, 2021
<u>/s/ Kay Kapoor</u> Kay Kapoor	Director	June 14, 2021
<u>/s/ James A. Marks</u> James A. Marks	Director	June 14, 2021

June 14, 2021

Board of Directors
 COMSovereign Holding Corp.
 5000 Quorum Drive, Suite 400
 Dallas, Texas 75254

Re: **Registration on Form S-1 for COMSovereign Holding Corp.**

Ladies and Gentlemen:

We are acting as special Nevada counsel for COMSovereign Holding Corp., a Nevada corporation (the "Company"), in connection with a Registration Statement on Form S-1 (the "Registration Statement") being filed by the Company under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the proposed resale of up to an aggregate of 6,808,034 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of the Company, including: (i) 4,165,322 outstanding shares of Common Stock (collectively, the "Issued Shares"), and (ii) up to an aggregate of 2,642,712 shares of Common Stock issuable upon the exercise in full of the Warrants (defined below) plus an indeterminate number of shares of common stock as may be issuable under Rule 416 of the Act to prevent dilution from stock splits, stock dividends or other distribution, recapitalization or similar transactions (collectively, the "Warrant Shares"), in each case for the accounts of the selling shareholders identified in the Registration Statement.

We have examined originals or copies of each of the documents listed below:

1. The Restated Articles of Incorporation of the Company, as amended, as certified by an officer of the Company as of the date hereof;
2. The Bylaws of the Company, as certified by an officer of the Company as of the date hereof;
3. The forms of the warrants attached as Exhibits to the respective resolutions of the Board of Directors of the Company (the "Warrants"), authorizing the issuance of the warrants described in the Registration Statement.
4. Written consent of the Board of Directors of the Company dated January 29, 2021, minutes of a meeting of the Board of Directors of the Company held on April 1, 2021, and a written consent of the Board of Directors of the Company, dated June 7, 2021 (collectively, the "Resolutions"), relating to, among other things, the following: (i) the authorization of the issuance of the Warrants and the Issued Shares, and (ii) the registration of the Warrant Shares and the Issued Shares under the Act, as certified by an officer of the Company as of the date hereof;
5. A Good Standing Certificate for the Company from the Nevada Secretary of State dated June 10, 2021; and
6. The Registration Statement.

ComSovereign Holding Corp.
 June 14, 2021
 Page 2

We have examined originals or copies of such other corporate records, certificates of corporate officers and public officials and other agreements and documents as we have deemed necessary or advisable for purposes of this opinion letter. We have relied upon the certificates of all public officials and corporate officers with respect to the accuracy of all factual matters contained therein.

Without limiting the generality of the foregoing, in our examination, we have, with your permission, assumed without independent verification, that (i) all documents submitted to us as originals are authentic, the signatures on all documents that we examined are genuine, and all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies conform to the original document; and (ii) all corporate records made available to us by the Company and all public records we have reviewed are accurate and complete. We note that the Company has reserved, and assume it will continue to maintain reserved, a sufficient number of its duly authorized but unissued shares of Common Stock as is necessary to provide for the issuance of the Warrant Shares.

Based upon the foregoing, and subject to the exceptions, exclusions, limitations and caveats set forth herein, it is our opinion that:

1. The Warrant Shares have been duly authorized by the Company and when issued and paid for in accordance with the terms and conditions of a Warrant, such Warrant Shares will be validly issued, fully paid and nonassessable.
2. The Issued Shares have been duly authorized by the Company and the Issued Shares are validly issued, fully paid and nonassessable.

Notwithstanding the foregoing, we express no opinion if, despite the above reservation, future issuances of the Company's securities, including pursuant to adjustments to outstanding shares of the Company's capital stock, cause the Warrants to be exercisable for more shares of Common Stock than the number of shares of Common Stock that remains authorized but unissued.

We express no opinion as to the laws of any jurisdiction other than the laws of the State of Nevada. The opinions expressed above concern only the effect of the laws (excluding the principles of conflict of laws) of the State of Nevada currently in effect. We assume no obligation to supplement this opinion if any applicable laws change after the date of this opinion, or if we become aware of any facts that might change the opinions expressed above after the date of this opinion.

We consent to your filing of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement. We further consent to the incorporation by reference of this opinion and consent in any registration statement filed pursuant to Rule 462(b) under the Act with respect to the Warrants, the Warrant Shares or the Issued Shares. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K. The opinions expressed in this letter are rendered as of the date hereof, and we express no opinion as to circumstances or events that may occur subsequent to such date. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Warrants, the Warrant Shares or the Issued Shares.

Very truly yours,

/s/ Flangas Law Group

FLANGAS LAW GROUP

COMSovereign Holding Corp.

Direct or Indirect Subsidiaries

Name	Jurisdiction of Incorporation or Organization	Percentage Ownership
AZCOMS, LLC	Arizona	100%
Dragonwave Corp.	Delaware	100%
Dragonwave-X Canada, Inc.	British Columbia, Canada	95%
Dragonwave-X, LLC	Arizona	100%
Drone AFS Corp.	Nevada	100%
ComSovereign Corp.	Delaware	100%
Elitise LLC	Arizona	100%
InduraPower, Inc.	Delaware	100%
Innovation Digital, LLC	California	100%
Lextrum, Inc.	California	100%
Lighter Than Air Systems Corp. d/b/a Drone Aviation Corp.	Florida	100%
RVision, Inc.	Nevada	100%
Silver Bullet Technology, Inc.	Delaware	100%
Silver Bullet Technology, LLC	Delaware	100%
Sky Sapience Ltd.	Israel	100%
Sky Sovereign, Inc.	Nevada	100%
Skyline Partners Technology, LLC	Colorado	100%
Sovereign Engineering LLC	Arizona	100%
Sovereign Plastics, LLC	Colorado	100%
Spring Creek Manufacturing, Inc.	Colorado	100%
VEO Photonics, Inc.	California	100%
Virtual NetCom, LLC	Virginia	100%

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to incorporation by reference in this Registration Statement on Form S-1 of ComSovereign Holding Corp. (the “Company”) of our report dated March 30, 2021, relating to our audits of the Company’s consolidated financial statements, which appears in the Company’s Annual Report (Form 10-K) filed with the Securities and Exchange Commission, as of December 31, 2020 and 2019, for the year ended December 31, 2020 and for the period from January 10, 2019 (inception) through December 31, 2019. Our report contains an explanatory paragraph that states the Company has experienced losses, negative cash flows from operations, has limited capital resources, and an accumulated deficit. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We also consent to the reference to our Firm under the heading “Experts” in this Registration Statement on Form S-1.

/S/ HASKELL & WHITE LLP

San Diego, California
June 14, 2021