

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

Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**TechPrecision Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3440**  
(Primary Standard Industrial  
Classification Code Number)

**51-0539828**  
(I.R.S. Employer  
Identification Number)

**1 Bella Drive**  
**Westminster, MA 01473**  
**(978) 874-0591**

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

**Barbara M. Lilley**  
**Chief Financial Officer**  
**1 Bella Drive**  
**Westminster, MA 01473**  
**(978) 874-0591**

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

Copies to:

**Cecil E. Martin, III**  
**McGuireWoods LLP**  
**500 East Pratt Street, Suite 1000**  
**Baltimore, MD 21202**

**Approximate date of commencement of proposed sale to the public:** From time to time after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

**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 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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

Preliminary Prospectus

Up to 320,000 Shares



**Common Stock**

This prospectus relates to the offer and sale, from time to time, by the selling securityholder named in this prospectus, or the "Selling Securityholder," or any of their pledgees, donees, assignees and successors-in-interest, or collectively, the "permitted transferees," of up to 320,000 shares of our common stock that were issued pursuant to the termination provision of that certain Stock Purchase Agreement, dated November 22, 2023, between the Company and Doerfer Corporation, an Iowa corporation.

We will not receive any proceeds from the sale of shares of common stock by the Selling Securityholder pursuant to this prospectus. However, we will pay the expenses, other than underwriting discounts and commissions and certain expenses incurred by the Selling Securityholder in disposing of the securities, associated with the sale of securities pursuant to this prospectus.

We are registering the resale of the securities described above pursuant to certain registration rights we have granted. Our registration of the resale of the securities covered by this prospectus does not mean that the Selling Securityholder will offer or sell any of the securities. The Selling Securityholder and any of their permitted transferees may offer, sell or distribute all or a portion of the securities covered by this prospectus in a number of different ways and at varying prices. Additional information on the Selling Securityholder, and the times and manner in which they may offer and sell the securities covered by this prospectus, is provided under "Selling Securityholder" and "Plan of Distribution" in this prospectus.

You should read this prospectus and any prospectus supplement or amendment carefully before you invest in our securities.

Our common stock is quoted for trading under the symbol "TPCS" on The Nasdaq Capital Market. On May 2, 2024, the closing price of our common stock was \$5.07 per share.

Investing in our securities involves risks that are described in the "Risk Factors" section beginning on page 6 of this prospectus.

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

The date of this prospectus is May , 2024.

**TABLE OF CONTENTS**

	Page
<a href="#"><u>ABOUT THIS PROSPECTUS</u></a>	<a href="#"><u>i</u></a>
<a href="#"><u>PROSPECTUS SUMMARY</u></a>	<a href="#"><u>1</u></a>
<a href="#"><u>THE OFFERING</u></a>	<a href="#"><u>3</u></a>
<a href="#"><u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u></a>	<a href="#"><u>4</u></a>
<a href="#"><u>MARKET AND INDUSTRY DATA AND FORECASTS</u></a>	<a href="#"><u>5</u></a>
<a href="#"><u>RISK FACTORS</u></a>	<a href="#"><u>6</u></a>
<a href="#"><u>USE OF PROCEEDS</u></a>	<a href="#"><u>7</u></a>
<a href="#"><u>DIVIDEND POLICY</u></a>	<a href="#"><u>7</u></a>
<a href="#"><u>DETERMINATION OF OFFERING PRICE</u></a>	<a href="#"><u>7</u></a>
<a href="#"><u>DESCRIPTION OF SECURITIES TO BE REGISTERED</u></a>	<a href="#"><u>8</u></a>
<a href="#"><u>SELLING SECURITYHOLDER</u></a>	<a href="#"><u>11</u></a>
<a href="#"><u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u></a>	<a href="#"><u>12</u></a>
<a href="#"><u>PLAN OF DISTRIBUTION</u></a>	<a href="#"><u>17</u></a>
<a href="#"><u>LEGAL MATTERS</u></a>	<a href="#"><u>19</u></a>
<a href="#"><u>EXPERTS</u></a>	<a href="#"><u>19</u></a>
<a href="#"><u>WHERE YOU CAN FIND MORE INFORMATION</u></a>	<a href="#"><u>19</u></a>
<a href="#"><u>INCORPORATION OF CERTAIN INFORMATION BY REFERENCE</u></a>	<a href="#"><u>19</u></a>

**ABOUT THIS PROSPECTUS**

This prospectus is part of the registration statement that we filed with the Securities and Exchange Commission, or the "SEC," pursuant to which the Selling Securityholder named herein may, from time to time, offer and sell or otherwise dispose of the shares of our common stock covered by this prospectus. As permitted by the rules and regulations of the SEC, the registration statement filed by us includes additional information not contained in this prospectus.

This prospectus and the documents incorporated by reference into this prospectus include important information about us, the securities being offered and other information you should know before investing in our securities. You should not assume that the information contained in this prospectus is accurate on any date subsequent to the date set forth on the front cover of this prospectus or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus is delivered or shares of common stock are sold or otherwise disposed of on a later date. It is important for you to read and consider all information contained in this prospectus, including the documents incorporated by reference therein, in making your investment decision. You should also read and consider the information in the documents to which we have referred you under "Where You Can Find More Information" and "Incorporation of Certain Information by Reference" in this prospectus.

You should rely only on this prospectus and the information incorporated or deemed to be incorporated by reference in this prospectus. We have not, and

the Selling Securityholder have not, authorized anyone to give any information or to make any representation to you other than those contained or incorporated by reference in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Unless otherwise indicated, information contained or incorporated by reference in this prospectus concerning our industry, including our general expectations and market opportunity, is based on information from our own management estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. Management estimates are derived from publicly available information, our knowledge of our industry and assumptions based on such information and knowledge, which we believe to be reasonable. In addition, assumptions and estimates of our and our industry's future performance are necessarily uncertain due to a variety of factors, including those described in "Risk Factors" beginning on page 6 of this prospectus. These and other factors could cause our future performance to differ materially from our assumptions and estimates.

We and the Selling Securityholder take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the securities offered hereby and only under circumstances and in jurisdictions where it is lawful to do so. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus, any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you or are incorporated by reference. This prospectus is not an offer to sell securities, and it is not soliciting an offer to buy securities, in any jurisdiction where the offer or sale is not permitted.

For investors outside the United States: neither we nor the Selling Securityholder 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 United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of our securities and the distribution of this prospectus outside the United States.

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been filed, will be filed or will be incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described in this prospectus under "Where You Can Find More Information."

**This prospectus contains references to trademarks, trade names and service marks belonging to other entities. Solely for convenience, trademarks, trade names and service marks referred to in this prospectus may appear without the ® or TM symbols, but such references are not intended to indicate, in any way, that the applicable licensor will not assert, to the fullest extent under applicable law, its rights to these trademarks and trade names. We do not intend our use or display of other entities' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other entities.**

## PROSPECTUS SUMMARY

*This summary highlights selected information from this prospectus and does not contain all of the information that may be important to you in making an investment decision. This summary is qualified in its entirety by the more detailed information included elsewhere in this prospectus and/or incorporated by reference herein. Before making your investment decision with respect to our securities, you should carefully read this entire prospectus, including the information in our filings with the SEC incorporated by reference into this prospectus.*

*References in this prospectus to the "Company," "we," "us," "our" and similar words refer to TechPrecision Corporation and its subsidiaries, unless the context indicates otherwise, while references to "TechPrecision" refer to TechPrecision Corporation and not its subsidiaries.*

### Our Business

Through our wholly owned subsidiaries, we are a manufacturer of large-scale metal fabricated and machined precision components and equipment. These products are used in a variety of markets, primarily defense and aerospace, and secondarily precision industrial. All our operations and customers are in the United States, or "U.S."

We work with our customers to manufacture products in accordance with the customers' drawings and specifications. Our work complies with specific military specifications and standards as well as national and international codes and standards required by our customers. We believe that we have earned our reputation through outstanding technical expertise, attention to detail, and a total commitment to quality and excellence in customer service.

### About Us

We are a Delaware corporation organized in February 2005 under the name Lounsberry Holdings II, Inc. On February 24, 2006, we acquired all of the issued and outstanding capital stock of our wholly owned subsidiary Ranor, Inc., or "Ranor." Ranor, together with its predecessors, has been in continuous operation since 1956. On March 6, 2006, following the acquisition of Ranor, we changed our corporate name to TechPrecision Corporation. From February 24, 2006 until our acquisition of Stadco in August 2021, our primary business was the business of Ranor.

On August 25, 2021, the Company completed its acquisition of Stadco, a company in the business of manufacturing high-precision parts, assemblies and tooling for aerospace, defense, research and commercial customers (the "Stadco Acquisition"). As a result of the Stadco Acquisition, Stadco became our wholly owned indirect subsidiary.

### General

The manufacturing operations of our Ranor subsidiary are situated on approximately 65 acres in North Central Massachusetts. Leveraging our 145,000 square foot facilities, Ranor provides a full range of custom solutions to transform raw material into precision finished products up to 100 tons: manufacturing engineering, materials management and traceability, high-precision heavy fabrication (in-house fabrication operations include cutting, press and roll forming, welding, heat treating, assembly, blasting and painting), heavy high-precision machining (in-house machining operations include computer numerical control ("CNC") programming, finishing, and assembly), inspection including portable coordinate measuring

machine ("CMM") and non-destructive testing, and final packaging.

All manufacturing at Ranor is performed in accordance with customer requirements. Ranor operates a quality management system which complies with the requirements of ISO 9001:2015. Ranor is a US defense-centric company with over 95% of its revenue in the defense sector.

The manufacturing operations of our Stadco subsidiary are situated in an industrial self-contained multi-building complex comprised of approximately 183,000 square feet under roof in Los Angeles, California. Stadco manufactures large mission-critical components on several high-profile military and commercial aircraft, helicopter, and space programs. Stadco has been a critical supplier to a blue-chip customer base that includes some of the largest OEMs and prime contractors in the defense and aerospace industries. Stadco also manufactures tooling, molds, fixtures, jigs and dies used in the production of aircraft components.

Our Stadco subsidiary, similar to Ranor, provides a full range of custom solutions: manufacturing engineering, materials management and traceability, high-precision fabrication (in-house fabrication operations include waterjet cutting, press forming, welding, and assembly) and high-precision machining (in-house machining operations include CNC programming, finishing, and assembly), inspection including both fixed and portable CMM and non-destructive testing, and final packaging. In addition, Stadco features a large electron beam welding and non-destructive testing work cell, a unique mission-critical technology.

All manufacturing at Stadco is performed in accordance with customer requirements. Stadco operates a quality management system which complies with the requirements of ISO 9001:2015 and AS 9100 D. Stadco is a US defense-centric company with over 60% of its revenue in the defense sector.

### Products

We manufacture a wide variety of products in accordance with customer needs and requirements. We also provide manufacturing engineering services to assist customers in optimizing their engineering designs for manufacturability. We do not design the products we manufacture, but rather manufacture according to "build-to-print" requirements specified by our customers. Accordingly, we do not distribute the products that we manufacture on the open market, and we do not market any specific products on an on-going basis. We do not own the intellectual property rights to any proprietary marketed product, and we do not manufacture products in anticipation of orders. Manufacturing operations do not commence on any project before we receive a customer's purchase order. We only consider contracts that cover specific products within the capability of our resources.

We primarily target continuous production programs with predictable cost structures that provide long-term solutions for our customers. However, our activities include a variety of both multi-unit and one-off requirements. The one-off work is typically either a prototype or a unique, one-of-a-kind product. The multi-unit work is repeat work or a single product with multiple quantity releases.

Changes in market demand for our manufacturing expertise can be significant and sudden and require us to be able to adapt to the collective needs of the customers and industries that we serve. Understanding this dynamic, we believe we have developed the capability to transform our workforce to manufacture products for customers across different industries.

We serve customers in the defense, aerospace, nuclear, and precision industrial markets. Examples of products we have manufactured within such industries during recent years include, but are not limited to, custom components for US Navy submarines and surface ships, USMC military helicopters, US defense and civilian aerospace programs, and components for nuclear power plants.

### Corporate Information

Our executive offices are located at 1 Bella Drive, Westminister, Massachusetts 01473, and our telephone number is (978) 874-0591. Our website is [www.techprecision.com](http://www.techprecision.com). Information on our website, or any other website, is not incorporated by reference in this prospectus. We have included our website address in this prospectus solely as an inactive textual reference.

## THE OFFERING

**Shares of Common Stock that may be offered and sold from time to time by the Selling Securityholder named herein** Up to 320,000 shares of common stock consisting of shares of our common stock that were issued pursuant to the termination provision of that certain Stock Purchase Agreement, dated November 22, 2023, between the Company and Doerfer Corporation, an Iowa corporation.

**Shares of common stock outstanding** 9,097,432 shares of Common Stock as of May 2, 2024.

**Use of proceeds** All of the shares of common stock offered by the Selling Securityholder pursuant to this prospectus will be sold by the Selling Securityholder for their respective accounts. We will not receive any of the proceeds from these sales.

**Plan of distribution** The Selling Securityholder and any of their permitted transferees may offer, sell or distribute all or a portion of the securities covered by this prospectus in a number of different ways and at varying prices. Our registration of the resale of the securities covered by this prospectus does not mean that the Selling Securityholder will offer or sell any of the securities. See "*Plan of Distribution*."

**Market for our common stock** Our common stock is quoted for trading under the symbol "TPCS" on The Nasdaq Capital Market.

**Risk factors** Any investment in the Common Stock offered hereby is speculative and involves a high degree of risk. You should carefully consider the information set forth under "*Risk Factors*" in this prospectus.

The number of shares of common stock to be outstanding:

- excludes 272,500 shares reserved for issuance under the 2016 TechPrecision Equity Incentive Plan;
- excludes 542,500 shares issuable upon the exercise of options to purchase common stock at a weighted average exercise price of \$1.53 per share; and
- excludes 25,000 shares issuable upon the exercise of outstanding warrants to purchase common stock.

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains predictive or "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of current or historical fact contained in this prospectus, including statements that express our intentions, plans, objectives, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will," "should," "would" and similar expressions, as they relate to us, are intended to identify forward-looking statements.

These statements are based on current expectations, estimates and projections made by management about our business, our industry and other conditions affecting our financial condition, results of operations or business prospects. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in, or implied by, the forward-looking statements due to numerous risks and uncertainties. Factors that could cause such outcomes and results to differ include, but are not limited to, risks and uncertainties arising from:

- our reliance on individual purchase orders, rather than long-term contracts, to generate revenue;
- our ability to balance the composition of our revenues and effectively control operating expenses;
- external factors that may be outside of our control, including health emergencies, like epidemics or pandemics, the conflicts in Eastern Europe and the Middle East, price inflation, interest rate increases, and supply chain inefficiencies;
- the availability of appropriate financing facilities impacting our operations, financial condition and/or liquidity;
- our ability to receive contract awards through competitive bidding processes;
- our ability to maintain standards to enable us to manufacture products to exacting specifications;
- our ability to enter new markets for our services;
- our reliance on a small number of customers for a significant percentage of our business;
- competitive pressures in the markets we serve;
- changes in the availability or cost of raw materials and energy for our production facilities;
- restrictions in our ability to operate our business due to our outstanding indebtedness;
- government regulations and requirements;
- pricing and business development difficulties;
- changes in government spending on national defense;
- our ability to make acquisitions and successfully integrate those acquisitions with our business;
- our failure to maintain effective internal controls over financial reporting;

- general industry and market conditions and growth rates;
- our ability to continue as a going concern; and
- Those risks discussed in "Item 1A. Risk Factors" in our Annual Report on Form 10-K which is incorporated by reference into this prospectus, as well as those described in any other filings which we make with the SEC.

Any forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this prospectus, except as required by applicable law. Investors should evaluate any statements made by us in light of these important factors.

### MARKET AND INDUSTRY DATA AND FORECASTS

We obtained the industry and market data used throughout this prospectus from our own internal estimates and research, as well as from independent market research, industry and general publications and surveys, governmental agencies, publicly available information and research, surveys and studies conducted by third parties. Internal estimates are derived from publicly available information released by industry analysts and third-party sources, our internal research and our industry experience, and are based on assumptions made by us based on such data and our knowledge of our industry and market, which we believe to be reasonable. In some cases, we do not expressly refer to the sources from which this data is derived. In addition, while we believe the industry and market data included in this prospectus is reliable and based on reasonable assumptions, such data involve material risks and

other uncertainties and are subject to change based on various factors, including those discussed in the section titled “Risk Factors.” These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties or by us.

## RISK FACTORS

*Our business, results of operations and financial condition and the industry in which we operate are subject to various risks. Accordingly, investing in our securities involves a high degree of risk. We have listed in the documents incorporated by reference herein, including our [Annual Report on Form 10-K for the fiscal year ended March 31, 2023](#) and the [Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2023](#) (not necessarily in order of importance or probability of occurrence), the most significant risk factors applicable to us, but they do not constitute all of the risks that may be applicable to us. New risks may emerge from time to time, and it is not possible for us to predict all potential risks or to assess the likely impact of all risks. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus and any prospectus supplement. This prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below. See the section titled “Cautionary Note Regarding Forward-Looking Statements.”*

## USE OF PROCEEDS

All of the shares of common stock offered by the Selling Securityholder pursuant to this prospectus will be sold by the Selling Securityholder for their respective accounts. We will not receive any of the proceeds from these sales.

## DIVIDEND POLICY

We currently intend to retain all available funds and any future earnings to fund the growth and development of our business. We have never declared or paid any cash dividends on our capital stock. We do not intend to pay cash dividends on our common stock in the foreseeable future, and additionally, our credit facility with Berkshire Bank restricts our ability to pay or declare any cash dividends or make other distributions to our stockholders in money or property. Investors should not purchase our common stock with the expectation of receiving cash dividends.

Any future determination to declare dividends will be made at the discretion of our board of directors and will depend on our financial condition, operating results, capital requirements, general business conditions, and other factors that our board of directors may deem relevant.

## DETERMINATION OF OFFERING PRICE

We cannot currently determine the price or prices at which the shares of common stock may be sold by the Selling Securityholder under this prospectus.

## DESCRIPTION OF SECURITIES TO BE REGISTERED

*TechPrecision Corporation has one class of securities registered under Section 12 of the Securities Act of 1934, as amended (the “Securities Act”); our common stock. The following description of our common stock is a summary and is qualified in its entirety by reference to our Certificate of Incorporation (as amended by that certain Certificate of Designation for Series A Convertible Preferred Stock, and as further amended by that certain Certificate of Amendment to Certificate of Designation for Series A Convertible Preferred Stock, the “Certificate of Incorporation”) and our Amended and Restated By-Laws (the “By-Laws”), which are included as exhibits to the registration statement on Form S-1 of which this prospectus forms a part. We encourage you to read the Certificate of Incorporation and By-Laws as well as the applicable provisions of the General Corporation Law of the State of Delaware, as amended (the “DGCL”), for more information.*

### Authorized Shares

We are authorized to issue 50,000,000 shares of common stock, par value \$.0001 per share, and 10,000,000 shares of preferred stock, par value \$.0001 per share. As of May 2, 2024, we had we 9,097,432 shares of common stock and no shares of preferred stock outstanding.

### Voting Rights

Holders of common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Accordingly, holders of a majority of the shares of common stock entitled to vote in any election of directors may elect all of the directors standing for election.

### Dividends

Holders of common stock are entitled to receive proportionately any dividends as may be declared by our board of directors, subject to any preferential dividend rights of outstanding preferred stock. Pursuant to the certificate of designation relating to the series A preferred stock, we are prohibited from paying dividends on our common stock while any preferred stock is outstanding.

### Liquidation

Upon our liquidation, dissolution or winding up, the holders of common stock are entitled to receive proportionately our net assets available after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock.

### Other Rights

Holders of common stock have no preemptive, subscription, redemption or conversion rights. The rights, preferences and privileges of holders of common

stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future. All of our shares of common stock are fully paid and nonassessable. The common stock is not subject to any redemption or sinking fund provisions.

## **Listing**

Our common stock is listed on The Nasdaq Capital Market under the symbol "TPCS."

## **Anti-Takeover Effects of Various Provisions of Delaware Law and TechPrecision's Certificate of Incorporation and By-Laws**

Provisions of the DGCL and our Certificate of Incorporation and By-Laws could make it more difficult to acquire TechPrecision by means of a tender offer, a proxy contest or otherwise, or to remove incumbent officers and directors. These provisions, including those summarized below, may encourage certain types of coercive takeover practices and takeover bids.

*Delaware Anti-Takeover Statute.* TechPrecision is subject to Section 203 of the DGCL, an anti-takeover statute. In general, Section 203 of the DGCL prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years following the time the person became an interested stockholder, unless the business combination or the acquisition of shares that resulted in a stockholder becoming an interested stockholder is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale or other transaction resulting in a financial benefit to the interested stockholder. Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns (or within three years prior to the determination of interested stockholder status did own) 15% or more of a corporation's voting stock. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by TechPrecision's board of directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by TechPrecision's stockholders.

*Removal.* Subject to the rights of any holders of any outstanding series of our preferred stock, stockholders may remove our directors with or without cause. Removal will require the affirmative vote of holders of a majority of our voting stock.

*Size of Board and Vacancies.* Our By-Laws provide that the number of directors be fixed exclusively by the board of directors. Any vacancies created on our board of directors resulting from any increase in the authorized number of directors or the death, resignation, retirement, disqualification, removal from office or other cause will be filled by a majority of the board of directors then in office, even if less than a quorum is present, or by a sole remaining director. Any director appointed to fill a vacancy on our board of directors will be appointed until the next annual meeting and until his or her successor has been elected and qualified.

*Requirements for Advance Notification of Stockholder Nominations and Proposals.* Our By-Laws establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors other than nominations made by or at the direction of its board of directors or a committee of our board of directors.

*Undesignated Preferred Stock.* Our board of directors is authorized to issue up to 10,000,000 shares of preferred stock without additional stockholder approval, which preferred stock could have voting rights or conversion rights that, if exercised, could adversely affect the voting power of the holders of common stock. The issuance of shares of preferred stock may have the effect of delaying, deferring or preventing a change in control of the Company without any action by the Company's stockholders.

## **Limitation on Liability of Directors and Indemnification of Directors and Officers**

*Elimination of Liability of Directors.* The DGCL authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties as directors, and our Certificate of Incorporation includes such an exculpation provision. Our Certificate of Incorporation provides that, to the fullest extent permitted by the DGCL, no director will be personally liable to us or to our stockholders for monetary damages for breach of fiduciary duty as a director. While our Certificate of Incorporation provides directors with protection from awards for monetary damages for breaches of their duty of care, it does not eliminate this duty. Accordingly, our Certificate of Incorporation has no effect on the availability of equitable remedies such as an injunction or rescission based on a director's breach of his or her duty of care. The provisions apply to an officer of TechPrecision only if he or she is a director of TechPrecision and is acting in his or her capacity as director, and do not apply to officers of TechPrecision who are not directors.

*Indemnification of Directors, Officers and Employees.* Our By-Laws require us to indemnify any person who was or is a party or is threatened to be made a party to, or was otherwise involved in, a legal proceeding by reason of the fact that he or she is or was a director, officer or employee of TechPrecision or, while a director, officer or employee of TechPrecision, is or was serving at our request in a fiduciary capacity with another enterprise (including any corporation, partnership, limited liability company, joint venture, trust, association or other unincorporated organization or other entity and any employee benefit plan, to the fullest extent authorized by the DGCL, as it exists or may be amended, against all expense, liability and loss (including attorneys' fees, judgments, fines, U.S. Employee Retirement Income Security Act of 1974, as amended, excise taxes or penalties and amounts paid in settlement by or on behalf of such person) actually and reasonably incurred in connection with such service. We are authorized under our By-Laws to carry directors' and officers' insurance protecting us, any director, officer or employee of ours or, against any expense, liability or loss, whether or not we have the power to indemnify the person under the DGCL. We may, to the extent authorized from time to time, indemnify any of our agents to the fullest extent permitted with respect to directors, officers and employees in our By-Laws.

The limitation of liability and indemnification provisions in our Certificate of Incorporation and By-Laws may discourage stockholders from bringing a lawsuit against our directors for breach of fiduciary duty. These provisions also may reduce the likelihood of derivative litigation against our directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. By its terms, the indemnification provided for in our By-Laws is not exclusive of any other rights that the indemnified party may be or become entitled to under any law, agreement, vote of stockholders or directors, provisions of our Certificate of Incorporation or By-Laws or otherwise. Any amendment, alteration or repeal of our By-Laws' indemnification provisions is, by the terms of our By-Laws, prospective only and will not adversely affect the rights of any indemnity in effect at the time of any act or omission occurring prior to such amendment, alteration or repeal.

## SELLING SECURITYHOLDER

This prospectus relates to the resale by the Selling Securityholder from time to time of up to an aggregate of 320,000 shares of common stock consisting of shares of our common stock that were issued pursuant to the termination provision of that certain Stock Purchase Agreement, dated November 22, 2023, between the Company and the Selling Securityholder. The Selling Securityholder may from time to time offer and sell any or all of the securities set forth below pursuant to this prospectus and any accompanying prospectus supplement. When we refer to the "Selling Securityholder" in this prospectus, we mean the person listed in the table below, their permitted transferees and others who later come to hold any of the Selling Securityholder's interest in the common stock other than through a public sale.

The following table sets forth, as of the date of this prospectus, the name of the Selling Securityholder, the aggregate number of shares of common stock beneficially owned, the aggregate number of shares of common stock that the Selling Securityholder may offer pursuant to this prospectus and the number of shares of common stock beneficially owned by the Selling Securityholder after the sale of the securities offered hereby. The percentage of beneficial ownership of after the offered securities are sold is calculated based on 9,097,432 shares of common stock outstanding as of May 2, 2024.

We have determined beneficial ownership in accordance with the rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Unless otherwise indicated below, to our knowledge, the persons and entities named in the tables have sole voting and sole investment power with respect to all securities that they beneficially own, subject to community property laws where applicable.

We cannot advise you as to whether the Selling Securityholder will in fact sell any or all of such common stock. In addition, the Selling Securityholder may sell, transfer or otherwise dispose of, at any time and from time to time, the common stock in transactions exempt from the registration requirements of the Securities Act after the date of this prospectus. For purposes of this table, we have assumed that the Selling Securityholder will have sold all of the securities covered by this prospectus upon the completion of the offering.

Selling Securityholder information for each additional Selling Securityholder, if any, will be set forth by prospectus supplement to the extent required prior to the time of any offer or sale of such Selling Securityholder's shares pursuant to this prospectus. Any prospectus supplement may add, update, substitute, or change the information contained in this prospectus, including the identity of each Selling Securityholder and the number of shares registered on its behalf. A Selling Securityholder may sell or otherwise transfer all, some or none of such shares in this offering. See "Plan of Distribution."

Name of Selling Securityholder	Before the Offering		After the Offering	
	Number of Shares of Common Stock Beneficially Owned	Number of Shares of Common Stock Being Offered	Number of Shares of Common Stock Beneficially Owned	Percentage of Outstanding Shares of Common Stock
Doerfer Corporation 1801 E Bremer Ave Waverly, IA 50677	320,000	320,000	0	0%

## MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a discussion of certain material U.S. federal income tax consequences of the acquisition, ownership and disposition of our shares of common stock, which we refer to as our securities. This discussion applies only to securities that are held as capital assets for U.S. federal income tax purposes and is applicable only to holders who are receiving our securities in this offering.

This discussion is a summary only and does not describe all of the tax consequences that may be relevant to you in light of your particular circumstances, including but not limited to the alternative minimum tax, the Medicare tax on certain investment income and the different consequences that may apply if you are subject to special rules that apply to certain types of investors (such as the effects of Section 451 of the Code), including but not limited to:

- financial institutions or financial services entities;
- broker-dealers;
- mutual funds;
- retirement plans, individual retirement accounts or other tax-deferred accounts;
- governments or agencies or instrumentalities thereof;
- regulated investment companies;
- pension plans;
- "controlled foreign corporations," "passive foreign investment companies," and corporations that accumulate earnings to avoid U.S. federal income tax;
- real estate investment trusts;
- expatriates or former long-term residents of the United States;
- persons that actually or constructively own five percent or more of our voting shares;
- insurance companies;
- dealers or traders subject to a mark-to-market method of accounting with respect to the securities;
- persons holding the securities as part of a "straddle," hedge, integrated transaction or similar transaction;



- U.S. holders (as defined below) whose functional currency is not the U.S. dollar;
- persons subject to alternative minimum tax;
- partnerships or other pass-through entities for U.S. federal income tax purposes and any beneficial owners of such entities; and
- tax-exempt entities.

This discussion is based on the Code, and administrative pronouncements, judicial decisions and final, temporary and proposed Treasury regulations as of the date hereof, which are subject to change, possibly on a retroactive basis, and changes to any of which subsequent to the date of this prospectus may affect the tax consequences described herein. This discussion does not address any aspect of state, local or non-U.S. taxation, or any U.S. federal taxes (e.g., gift and estate taxes) other than income taxes.

We have not sought, and will not seek, a ruling from the IRS as to any U.S. federal income tax consequence described herein. The IRS may disagree with the discussion herein, and its determination may be upheld by a court. Moreover, there can be no assurance that future legislation, regulations, administrative rulings or court decisions will not adversely affect the accuracy of the statements in this discussion. You are urged to consult your tax advisor with respect to the application of U.S. federal tax laws to your particular situation, as well as any tax consequences arising under the laws of any state, local or foreign jurisdiction.

This discussion does not consider the tax treatment of partnerships or other pass-through entities or persons who hold our securities through such entities. If a partnership (or other entity or arrangement classified as a partnership or other pass-through entity for United States federal income tax purposes) is the beneficial owner of our securities, the United States federal income tax treatment of a partner or member in the partnership or other pass-through entity generally will depend on the status of the partner or member and the activities of the partnership or other pass-through entity. If you are a partner or member of a partnership or other pass-through entity holding our securities, we urge you to consult your own tax advisor.

**THIS DISCUSSION IS ONLY A SUMMARY OF CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS ASSOCIATED WITH THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR SECURITIES. EACH PROSPECTIVE INVESTOR IN OUR SECURITIES IS URGED TO CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES TO SUCH INVESTOR OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR SECURITIES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY UNITED STATES FEDERAL NON-INCOME, STATE, LOCAL, AND NON-U.S. TAX LAWS.**

#### **U.S. Holders**

This section applies to you if you are a "U.S. holder." A U.S. holder is a beneficial owner of our shares of common stock who or that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation) organized in or under the laws of the United States, any state thereof or the District of Columbia; or
- an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust, if (i) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons (as defined in the Code) have authority to control all substantial decisions of the trust or (ii) it has a valid election in effect under Treasury Regulations to be treated as a U.S. person.

*Taxation of Distributions.* If we pay distributions in cash or other property (other than certain distributions of our stock or rights to acquire our stock) to U.S. holders of shares of our common stock, such distributions generally will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of current and accumulated earnings and profits will constitute a return of capital that will first be applied against and reduce (but not below zero) the U.S. holder's adjusted tax basis in our common stock. Any remaining excess will be treated as gain realized on the sale or other disposition of the common stock and will be treated as described under "U.S. Holders — Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of common stock" below.

Dividends we pay to a U.S. holder that is a taxable corporation generally will qualify for the dividends received deduction if the requisite holding period is satisfied. With certain exceptions (including, but not limited to, dividends treated as investment income for purposes of investment interest deduction limitations), and provided certain holding period requirements are met, dividends we pay to a non-corporate U.S. holder may constitute "qualified dividends" that will be subject to tax at the maximum tax rate accorded to long-term capital gains. If the holding period requirements are not satisfied, then a corporation may not be able to qualify for the dividends received deduction and would have taxable income equal to the entire dividend amount, and non-corporate holders may be subject to tax on such dividend at regular ordinary income tax rates instead of the preferential rate that applies to qualified dividend income.

*Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Common Stock.* Upon a sale or other taxable disposition of our common stock, a U.S. holder generally will recognize capital gain or loss in an amount equal to the difference between the amount realized and the U.S. holder's adjusted tax basis in the common stock. Any such capital gain or loss generally will be long-term capital gain or loss if the U.S. holder's holding period for the common stock so disposed of exceeds one year. If the holding period requirements are not satisfied, any gain on a sale or taxable disposition of the shares would be subject to short-term capital gain treatment and would be taxed at regular ordinary income tax rates. Long-term capital gains recognized by non-corporate U.S. holders will be eligible to be taxed at reduced rates. The deductibility of capital losses is subject to limitations.

Generally, the amount of gain or loss recognized by a U.S. holder is an amount equal to the difference between (i) the sum of the amount of cash and the fair market value of any property received in such disposition and (ii) the U.S. holder's adjusted tax basis in its common stock disposed. A U.S. holder's adjusted tax basis in its common stock generally will equal the U.S. holder's acquisition cost for the common stock, less any prior distributions treated as a return of capital. In the case of any shares of common stock originally acquired as part of an investment unit, additional considerations may apply to the determination of a U.S. holder's adjusted tax basis in its common stock.

**Information Reporting and Backup Withholding.** In general, information reporting requirements may apply to dividends paid to a U.S. holder and to the proceeds of the sale or other disposition of our shares of common stock, unless the U.S. holder is an exempt recipient. Backup withholding may apply to such payments if the U.S. holder fails to provide a taxpayer identification number, a certification of exempt status or has been notified by the IRS that it is subject to backup withholding (and such notification has not been withdrawn).

Any amounts withheld under the backup withholding rules generally should be allowed as a refund or a credit against a U.S. holder's U.S. federal income tax liability provided the required information is timely furnished to the IRS.

#### **Non-U.S. Holders**

This section applies to you if you are a "Non-U.S. holder." As used herein, the term "Non-U.S. holder" means a beneficial owner of our common stock who is not a U.S. Holder or any other person that is for U.S. federal income tax purposes:

- a non-resident alien individual (other than certain former citizens and residents of the U.S. subject to U.S. tax as expatriates),
- a foreign corporation, or
- an estate or trust that is not a U.S. holder.

The term "Non-U.S. Holder" generally does not include an individual who is present in the United States for 183 days or more in the taxable year of disposition of the securities. If you are such an individual, you should consult your tax advisor regarding the U.S. federal income tax consequences of the acquisition, ownership or sale or other disposition of our securities.

**Taxation of Distributions.** In general, any distributions we make to a Non-U.S. holder of shares of our common stock, to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles), will constitute dividends for U.S. federal income tax purposes and, provided such dividends are not effectively connected with the Non-U.S. holder's conduct of a trade or business within the United States, we will be required to withhold tax from the gross amount of the dividend at a rate of 30%, unless such Non-U.S. holder is eligible for a reduced rate of withholding tax under an applicable income tax treaty and provides proper certification of its eligibility for such reduced rate (usually on an IRS Form W-8BEN or W-8BEN-E). Any distribution not constituting a dividend will be treated first as reducing (but not below zero) the Non-U.S. holder's adjusted tax basis in its shares of our common stock and, to the extent such distribution exceeds the Non-U.S. holder's adjusted tax basis, as gain realized from the sale or other disposition of the common stock, which will be treated as described under "Non-U.S. Holders — Gain on Sale, Taxable Exchange or Other Taxable Disposition of common stock" below. If we are unable to determine, at a time reasonably close to the date of payment of a distribution on our common stock, what portion, if any, of the distribution will constitute a dividend, then we may withhold U.S. federal income tax on the basis of assuming that the full amount of the distribution will be a dividend. If we or another withholding agent apply over-withholding, a non-U.S. holder may be entitled to a refund or credit of any excess tax withheld by timely filing an appropriate claim with the IRS.

The withholding tax does not apply to dividends paid to a Non-U.S. holder who provides a Form W-8ECI, certifying that the dividends are effectively connected with the Non-U.S. holder's conduct of a trade or business within the United States. Instead, the effectively connected dividends will be subject to regular U.S. income tax as if the Non-U.S. holder were a U.S. resident, subject to an applicable income tax treaty providing otherwise. A Non-U.S. corporation receiving effectively connected dividends may also be subject to an additional "branch profits tax" imposed at a rate of 30% (or a lower treaty rate).

Any documentation provided to an applicable withholding agent may need to be updated in certain circumstances. The certification requirements described above also may require a non-U.S. holder to provide its U.S. taxpayer identification number.

**Gain on Sale, Taxable Exchange or Other Taxable Disposition of Common Stock.** A Non-U.S. holder generally will not be subject to U.S. federal income or withholding tax in respect of gain recognized on a sale, taxable exchange or other taxable disposition of our common stock, unless:

- the gain is effectively connected with the conduct of a trade or business by the Non-U.S. holder within the United States (and, under certain income tax treaties, is attributable to a United States permanent establishment or fixed base maintained by the Non-U.S. holder);
- the non-U.S. holder is a nonresident alien individual who is present in the United States for a period or periods aggregating 183 days or more in the taxable year of the disposition and certain other conditions are met, in which case the non-U.S. holder will be subject to a 30% tax (or such lower rate as may be specified by an applicable income tax treaty) on the amount by which the non-U.S. holder's capital gains allocable to U.S. sources exceed capital losses allocable to U.S. sources during the taxable year of the disposition (without taking into account any capital loss carryovers); or
- we are or have been a "U.S. real property holding corporation" for U.S. federal income tax purposes at any time during the shorter of the five-year period ending on the date of disposition or the period that the Non-U.S. holder held our common stock, and, in the case where shares of our common stock are regularly traded on an established securities market, the Non-U.S. holder has owned, directly or constructively, more than 5% of our common stock at any time within the shorter of the five-year period preceding the disposition or such Non-U.S. holder's holding period for the shares of our common stock. There can be no assurance that our common stock will be treated as regularly traded on an established securities market for this purpose. Generally, a corporation is a U.S. real property holding corporation if the fair market value of its U.S. real property interests, as defined in the Code and applicable U.S. Treasury Regulations, equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests plus its other assets used or held for use in a trade or business. Although there can be no assurance, we do not believe that we are, or have been, a U.S. real property holding corporation for U.S. federal income tax purposes, or that we are likely to become one in the future.

Unless an applicable treaty provides otherwise, gain described in the first bullet point above will be subject to tax at generally applicable U.S. federal income tax rates as if the Non-U.S. holder were a U.S. resident. Any gains described in the first bullet point above of a Non-U.S. holder that is a foreign corporation may also be subject to an additional "branch profits tax" at a 30% rate (or lower treaty rate).

If the third bullet point above applies to a Non-U.S. holder, gain recognized by such holder on the sale, exchange or other disposition of our common stock will be subject to tax at generally applicable U.S. federal income tax rates. In addition, a buyer of our common stock from any such holder

may be required to withhold U.S. income tax at a rate of 15% of the amount realized upon such disposition if our common stock is not treated as regularly traded on an established securities market.

**Information Reporting and Backup Withholding.** Information returns will be filed with the IRS in connection with payments of dividends and the proceeds from a sale or other disposition of our shares of common stock. A Non-U.S. holder may have to comply with certification procedures to establish that it is not a United States person in order to avoid information reporting and backup withholding requirements. The certification procedures required to claim a reduced rate of withholding under a treaty will satisfy the certification requirements necessary to avoid the backup withholding as well. The amount of any backup withholding from a payment to a Non-U.S. holder will be allowed as a credit against such holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS.

**FATCA Withholding Taxes.** Provisions commonly referred to as "FATCA" impose withholding of 30% on payments of dividends (including constructive dividends) on our common stock to "foreign financial institutions" (which is broadly defined for this purpose and in general includes investment vehicles) and certain other Non-U.S. entities unless various U.S. information reporting and due diligence requirements (generally relating to ownership by U.S. persons of interests in or accounts with those entities) have been satisfied by, or an exemption applies to, the payee (typically certified as to by the delivery of a properly completed IRS Form W-8BEN-E). Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules. Under certain circumstances, a Non-U.S. holder might be eligible for refunds or credits of such withholding taxes, and a Non-U.S. holder might be required to file a U.S. federal income tax return to claim such refunds or credits. Prospective investors should consult their tax advisers regarding the effects of FATCA on their investment in our securities.

**The preceding discussion of material U.S. federal tax considerations is for general information only. It is not tax advice. You should consult your own tax advisors regarding the particular U.S. federal, state, local and non-U.S. tax consequences of purchasing, holding and disposing of our common stock, including the consequences of any proposed changes in applicable laws.**

## PLAN OF DISTRIBUTION

The securities beneficially owned by the Selling Securityholder covered by this prospectus may be offered and sold from time to time by the Selling Securityholder. The term "Selling Securityholder" includes donees, pledgees, transferees or other successors-in-interest selling securities received after the date of this prospectus from a Selling Securityholder as a gift, pledge, partnership distribution or other transfer. The Selling Securityholder will act independently of us in making decisions with respect to the timing, manner and size of each sale. Such sales may be made on one or more exchanges on which our common stock may then be listed or in the over-the-counter market or otherwise, at prices and under terms then prevailing or at prices related to the then-current market price or in negotiated transactions. The Selling Securityholder reserves the right to accept and, together with its respective agents, to reject, any proposed purchase of securities to be made directly or through agents. The Selling Securityholder and any of its permitted transferees may sell their securities offered by this prospectus on any stock exchange, market or trading facility on which the securities are traded or in private transactions. If underwriters are used in the sale, such underwriters will acquire the shares for their own account. These sales may be at a fixed price or varying prices, which may be changed, or at market prices prevailing at the time of sale, at prices relating to prevailing market prices or at negotiated prices. The securities may be offered to the public through underwriting syndicates represented by managing underwriters or by underwriters without a syndicate. The obligations of the underwriters to purchase the securities will be subject to certain conditions. The underwriters will be obligated to purchase all the securities offered if any of the securities are purchased.

Subject to the limitations set forth in any applicable registration rights agreement, the Selling Securityholder may use any one or more of the following methods when selling the securities offered by this prospectus:

- purchases by a broker-dealer as principal and resale by such broker-dealer for its own account pursuant to this prospectus;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- block trades in which the broker-dealer so engaged will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- through trading plans entered into by a Selling Securityholder pursuant to Rule 10b5-1 under the Exchange Act that are in place at the time of an offering pursuant to this prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans;
- through one or more underwritten offerings on a firm commitment or best efforts basis;
- settlement of short sales entered into after the date of this prospectus;
- agreements with broker-dealers to sell a specified number of the securities at a stipulated price per share or warrant;
- directly to purchasers, including through a specific bidding, auction or other process or in privately negotiated transactions;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- through a combination of any of the above methods of sale; or
- any other method permitted pursuant to applicable law.

There can be no assurance that the Selling Securityholder will sell all or any of the securities offered by this prospectus. In addition, the Selling Securityholder may also sell securities under Rule 144 under the Securities Act, if available, or in other transactions exempt from registration, rather than under this prospectus. The Selling Securityholder have the sole and absolute discretion not to accept any purchase offer or make any sale of securities if they deem the purchase price to be unsatisfactory at any particular time.

In connection with distributions of the securities or otherwise, the Selling Securityholder may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of the securities in the course of hedging the positions they assume with Selling Securityholder. The Selling Securityholder may also sell the securities short

and redeliver the securities to close out such short positions. The Selling Securityholder may also enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to such broker-dealer or other financial institution of securities offered by this prospectus, which securities such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

It is possible that one or more underwriters may make a market in our securities, but such underwriters will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance as to the liquidity of the trading market for our securities.

Our common stock is quoted for trading under the symbol "TPCS" on The Nasdaq Capital Market.

The Selling Securityholder may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by any Selling Securityholder or borrowed from any Selling Securityholder or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from any Selling Securityholder in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter and will be identified in the applicable prospectus supplement (or a post-effective amendment). In addition, the Selling Securityholder may otherwise loan or pledge securities to a financial institution or other third party that in turn may sell the securities short using this prospectus. Such financial institution or other third party may transfer its economic short position to investors in our securities or in connection with a concurrent offering of other securities.

In effecting sales, broker-dealers or agents engaged by the Selling Securityholder may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the Selling Securityholder in amounts to be negotiated immediately prior to the sale.

If at the time of any offering made under this prospectus a member of FINRA participating in the offering has a "conflict of interest" as defined in FINRA Rule 5121, or Rule 5121, that offering will be conducted in accordance with the relevant provisions of Rule 5121.

In order to comply with the securities laws of certain states, if applicable, the securities must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the securities 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.

The Selling Securityholder and any other persons participating in the sale or distribution of the securities will be subject to applicable provisions of the Securities Act and the Exchange Act, and the rules and regulations thereunder, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the securities by, the Selling Securityholder or any other person, which limitations may affect the marketability of the shares of the securities.

We will make copies of this prospectus available to the Selling Securityholder for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The Selling Securityholder may indemnify any agent, broker-dealer or underwriter that participates in transactions involving the sale of the securities against certain liabilities, including liabilities arising under the Securities Act.

## LEGAL MATTERS

McGuireWoods LLP, Charlotte, North Carolina, will pass upon the validity of any securities we offer by this prospectus. If the validity of any securities is also passed upon by counsel for the underwriters of an offering of those securities, that counsel will be named in the prospectus supplement relating to that offering.

## EXPERTS

The consolidated financial statements of TechPrecision Corporation, appearing in the Company's [Annual Report on Form 10-K for the year ended March 31, 2023](#), have been audited by Marcum LLP, an independent registered public accounting firm, as set forth in its report thereon, included therein and incorporated herein by reference in reliance upon the report of Marcum LLP given on the authority of such firm as experts in accounting and auditing.

## WHERE YOU CAN FIND MORE INFORMATION

We file reports and proxy statements with the SEC. These filings include our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and proxy statements on Schedule 14A, as well as any amendments to those reports and proxy statements, which are available free of charge through our website as soon as reasonably practicable after we file them with, or furnish them to, the SEC. Our Internet website address is [www.techprecision.com](http://www.techprecision.com). Our website and the information contained on, or that can be accessed through, the website will not be deemed to be incorporated by reference in, and are not considered part of, this prospectus. You should not rely on any such information in making your decision whether to purchase our securities. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements and other information regarding us and other issuers that file electronically with the SEC.

We have filed with the SEC a registration statement on Form S-1 under the Securities Act relating to the securities being offered by this prospectus. This prospectus, which constitutes part of that registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules which are part of the registration statement. For further information about us and the securities offered, see the registration statement and the exhibits and schedules thereto. Statements contained in this prospectus regarding the contents of any contract or any other document to which reference is made are not necessarily complete, and, in each instance where a copy of a contract or other document has been filed as an exhibit to the registration statement, reference is made to the copy so filed, each of those statements being qualified in all respects by the reference.

## INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to "incorporate by reference" into this prospectus the information we file with the SEC in other documents, which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede such information. We incorporate by reference the documents listed below and any future information filed (rather than furnished) with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 between the date of this prospectus and the date all securities to which this prospectus relates have been sold or the offering is otherwise terminated and also between the date of the initial registration statement and prior to effectiveness of the registration statement, provided, however, that we are not incorporating any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K:

- [our Annual Report on Form 10-K for the year ended March 31, 2023, filed with the SEC on June 15, 2023;](#)
- the information specifically incorporated by reference into our [Annual Report on Form 10-K for the year ended March 31, 2023](#) from our [Definitive Proxy Statement on Schedule 14A, filed with the SEC on August 3, 2023;](#)

- [our Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 filed with the SEC on August 21, 2023;](#)
- [our Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 filed with the SEC on November 20, 2023;](#)
- [our Quarterly Report on Form 10-Q for the quarter ended December 31, 2023 filed with the SEC on March 1, 2024;](#)
- our Current Reports on Form 8-K filed with the SEC on [May 5, 2023](#), [May 31, 2023](#), [July 21, 2023](#), [September 13, 2023](#), [November 29, 2023](#), [December 11, 2023](#), [January 5, 2024](#), [March 1, 2024](#), [April 8, 2024](#) and [April 9, 2024](#); and
- the description of our Common Stock contained in our registration statement on [Form 10-SB/A, filed with the SEC on July 14, 2005](#), including any amendments or reports filed for the purpose of updating the description.

We will furnish without charge to you a copy of any or all of the documents incorporated by reference, including exhibits to these documents, upon written or oral request. Direct your written request to: Corporate Secretary, TechPrecision Corporation, 1 Bella Drive, Westminister, Massachusetts, 01473, or (978) 874-0591.

A statement contained in a document incorporated by reference into this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus, any prospectus supplement or in any other subsequently filed document which is also incorporated in this prospectus modifies or replaces such statement. Any statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.



## Up to 320,000 Shares of Common Stock

### PROSPECTUS

May , 2024

### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 13. *Other Expenses of Issuance and Distribution*

The following table sets forth the costs and expenses that will be paid by us in connection with the issuance and distribution of the securities being registered. We will not receive any proceeds from the sale of shares of common stock by the Selling Securityholder pursuant to this prospectus. However, we will pay the expenses, other than underwriting discounts and commissions and certain expenses incurred by the Selling Securityholder in disposing of the securities, associated with the sale of securities pursuant to this prospectus. In addition, we may incur additional expenses in the future in connection with the offering of our securities pursuant to this prospectus. If required, any such additional expenses will be disclosed in a prospectus supplement.

All amounts are estimates, except for the SEC registration fee.

	Amount
SEC registration fee	\$ 222
Accounting fees and expenses	\$ 10,000
Legal fees and expenses	\$ 25,000
Miscellaneous fees and expenses	\$ -
Total expenses	<u>\$ 35,222</u>

##### Item 14. *Indemnification of Directors and Officers*

Section 145(a) of the DGCL provides, in general, 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 (other than an action by or in the right of the corporation), because he or she 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 the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she 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 or her conduct was unlawful.

Section 145(b) of the DGCL provides, in general, 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 because the person 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) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which he or she shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court shall deem proper.

Section 145(g) of the DGCL provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who 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 any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the DGCL.

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II- 1

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Our Certificate of Incorporation provides that no director of ours shall be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (1) for breach of the director's duty of loyalty to us or our stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) in respect of unlawful dividend payments or stock redemptions or repurchases, or (4) for any transaction from which the director derived an improper personal benefit. In addition, our Certificate of Incorporation provides that if the DGCL is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of ours shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Our Certificate of Incorporation further provides that any repeal or modification of such article by its stockholders or amendment to the DGCL will not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a director serving at the time of such repeal or modification.

Our Bylaws provide that we will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he or she is or was, a director, officer, employee or agent of ours, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an Indemnitee), against all expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Our Bylaws also provides that we will advance expenses to Indemnitees in connection with a legal proceeding, subject to limited exceptions.

We also maintain a general liability insurance policy, which will cover certain liabilities of directors and officers of ours arising out of claims based on acts or omissions in their capacities as directors or officers.

**Item 15. Recent Sales of Unregistered Securities.**

We have sold the securities described below within the past three years in transactions that were not registered under the Securities Act. On January 7, 2022, we filed a registration statement, which was declared effective on January 18, 2022, to register the resale of certain of the shares of our common stock by certain stockholders that acquired shares of our common stock in certain of these transactions that were not registered under the Securities Act.

On February 23, 2023, as previously disclosed, we effected a one-for-four reverse stock split of our common stock, which was effective for trading purposes as of the commencement of trading on February 24, 2023. All share and per-share amounts included in this Item 15 have been adjusted to reflect this reverse stock split.

*PIPE Transaction*

On August 25, 2021, the Company entered into a Securities Purchase Agreement (the "PIPE Agreement") with a limited number of institutional and other accredited investors (the "PIPE Investors"), pursuant to which the PIPE investors committed to subscribe for and purchase 800,682 shares of the Company's common stock (the "PIPE Shares") at a purchase price of \$4.40 per share. The PIPE Investors made representations and warranties in the PIPE Agreement as to their investment intent and status as accredited investors, among other things. The offer and sale of the PIPE Shares under the PIPE Agreement was made pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder.

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II- 2

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*Stadco Acquisition*

On August 25, 2021, the Company completed the acquisition of Stadco (the "Stadco Acquisition"), pursuant to that certain stock purchase agreement (as amended, the "Stadco Purchase Agreement") with Stadco New Acquisition, LLC, a wholly owned subsidiary of the Company ("Acquisition Sub"), Stadco, Stadco Acquisition, LLC ("Holdco") and each stockholder of Holdco and pursuant to the Stadco Purchase Agreement, and upon the terms and subject to the conditions therein, the Company, through Acquisition Sub, acquired all of the issued and outstanding capital stock of Stadco from Holdco in exchange for the issuance of 166,666 shares of the Company's common stock to Holdco (the "Consideration Shares"). The issuance of the Consideration Shares was made pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act.

Under the terms of the Stadco Purchase Agreement, if after one year following the closing of the transactions contemplated under the Stadco Purchase Agreement, the Company's stock price did not have an average closing price of at least \$6.60 per share during the applicable measurement period, then the Company was required to (i) issue additional shares to Holdco that would have had an aggregate market value equal to the difference between the market value of the Consideration Shares and the value of the consideration if they had traded at \$6.60 per share, (ii) pay such difference in cash or (iii) undertake any combination of the foregoing. In satisfaction of this obligation and a similar obligation under the Debt Conversion Agreements (as

defined below), the Company issued an aggregate of 9,127 shares.

#### *Five Crowns Transaction*

In connection with the Stadco Acquisition, the Company reached an agreement with Five Crowns Credit Partners, LLC ("Five Crowns"), the holder of a substantial number of Stadco securities. On August 25, 2021, the Company and Five Crowns entered into that certain Stock and Warrant Purchase Agreement (the "Five Crowns Agreement"), dated effective as of August 24, 2021, whereby Five Crowns agreed to sell its Stadco securities to Acquisition Sub in exchange for the issuance by the Company of (i) 150,000 shares of the Company's common stock (the "Five Crowns Shares") and (ii) a warrant to purchase 25,000 shares of the Company's common stock (the "Warrant").

The Five Crowns Agreement contains customary representations and warranties, including representations from Five Crowns regarding its status as an "accredited investor," its investment purpose. Upon closing of the Five Crowns Agreement, the Company issued the Five Crowns Shares and the Warrant. The Warrant entitles the holder to purchase 25,000 shares of the Company's common stock at an exercise price of \$5.72 per share. The Warrant is immediately exercisable by the holder, in whole or in part, at any time, and from time to time, subject to the terms and conditions of the Warrant, until the third anniversary of the date of issuance. The Company issued the Five Crowns Shares and the Warrant pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act.

#### *Debt Conversion Agreements*

In connection with the Stadco Acquisition, the Company reached an agreement with the holders of certain other non-bank indebtedness of Stadco (the "Lenders"). In this connection, on August 25, 2021, the Company, Stadco and each Lender entered into a Debt Conversion Agreement (each, a "Debt Conversion Agreement") under which such Lender agreed to forgive an aggregate of the indebtedness owed to it by Stadco in exchange for the Company issuing to it shares of the Company's common stock. Under the Debt Conversion Agreements, the Lenders agreed to forgive an aggregate of \$329,000 in principal amount of indebtedness in exchange for the issuance of an aggregate of 49,849 shares of the Company's common stock (the "Debt Conversion Shares").

Under the terms of each Debt Conversion Agreement, if after one year following the closing of the transactions contemplated under such Debt Conversion Agreement, the Company's stock price did not have an average closing price of at least \$6.60 per share during the applicable measurement period, then the Company was required to (i) issue additional shares to the Lender party thereto that would have had an aggregate market value equal to the difference between the market value of the Debt Conversion Shares and the value of the Debt Conversion Shares if they had traded at \$6.60 per share, (ii) pay such difference in cash or (iii) undertake any combination of the foregoing. In satisfaction of this obligation and a similar obligation under the Stadco Purchase Agreement, the Company issued an aggregate of 9,127 shares.

Each Debt Conversion Agreement contains customary representations and warranties from each Lender regarding its status as an "accredited investor" and its investment purpose. The Debt Conversion Agreements closed concurrently with the closing of the Stadco Acquisition. The issuance of the Debt Conversion Shares and any such additional shares of common stock were issued pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act.

#### **Item 16. Exhibits and financial Statement Schedules**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>2.1</u></a>	<a href="#"><u>Stock Purchase Agreement among TechPrecision Corporation, Stadco New Acquisition, LLC, Stadco, Stadco Acquisition, LLC, and the stockholders of Stadco, dated as of October 16, 2020, (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K filed with the SEC on October 20, 2020).</u></a>
<a href="#"><u>2.2</u></a>	<a href="#"><u>Amendment to Stock Purchase Agreement, dated as of December 15, 2020, between TechPrecision Corporation, Stadco New Acquisition, LLC, Stadco, Stadco Acquisition, LLC and Douglas A. Paletz (incorporated by reference to our Current Report on Form 8-K filed with the SEC on February 3, 2021).</u></a>
<a href="#"><u>2.3</u></a>	<a href="#"><u>Third Amendment to Stock Purchase Agreement, dated as of July 20, 2021, among TechPrecision Corporation, Stadco New Acquisition, LLC, Stadco, Stadco Acquisition, LLC and Douglas A. Paletz, as stockholders' representative (incorporated herein by reference to Exhibit 2.1 to our Current Report on Form 8-K filed with the SEC on July 26, 2021).</u></a>
<a href="#"><u>2.4</u></a>	<a href="#"><u>Stock Purchase Agreement, dated November 22, 2023 by and between TechPrecision Corporation and Doerfer Corporation (incorporated herein by reference to Exhibit 2.1 to our Current Report on Form 8-K filed with the SEC on November 29, 2023)</u></a>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to our registration statement on Form SB-2, filed with the SEC on August 28, 2006).</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K filed with the SEC on February 23, 2023).</u></a>
<a href="#"><u>3.3</u></a>	<a href="#"><u>Amended and Restated By-laws of the Registrant (incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed with the SEC on February 3, 2014).</u></a>
<a href="#"><u>3.4</u></a>	<a href="#"><u>Certificate of Designation for Series A Convertible Preferred Stock of the Registrant (incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed with the SEC on March 3, 2006).</u></a>
<a href="#"><u>3.5</u></a>	<a href="#"><u>Certificate of Amendment to Certificate of Designation for Series A Convertible Preferred Stock of the Registrant (incorporated herein by reference to Exhibit 3.5 to our Quarterly Report on Form 10-Q, filed with the SEC on November 12, 2009).</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of McGuireWoods LLP.</u></a>
<a href="#"><u>10.1†</u></a>	<a href="#"><u>Non-Qualified Stock Option Award Agreement, dated as of December 27, 2016, from TechPrecision Corporation to Alexander Shen (incorporated herein by reference to Exhibit 10.3 to our Current Report on Form 8-K, filed with the SEC on December 28, 2016).</u></a>
<a href="#"><u>10.2†</u></a>	<a href="#"><u>TechPrecision Corporation 2016 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q, filed with the SEC on February 14, 2017).</u></a>
<a href="#"><u>10.3†</u></a>	<a href="#"><u>First Amendment to TechPrecision Corporation 2016 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on February 15, 2022).</u></a>
<a href="#"><u>10.4†</u></a>	<a href="#"><u>2006 Long-term Incentive Plan, as restated effective November 22, 2010 (incorporated herein by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q, filed with the SEC on February 14, 2011).</u></a>
<a href="#"><u>10.5†</u></a>	<a href="#"><u>Form of Option Award Agreement for Directors (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on June 17, 2013).</u></a>
<a href="#"><u>10.6†</u></a>	<a href="#"><u>Form of Restricted Stock Award Agreement (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on March 20, 2014).</u></a>
<a href="#"><u>10.7†</u></a>	<a href="#"><u>Form of Restricted Stock Award (incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on December 10, 2018).</u></a>



- [10.8†](#) [Employment Agreement, dated November 14, 2014, between TechPrecision Corporation and Alexander Shen \(incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on November 20, 2014\).](#)
- [10.9†](#) [Employment Agreement, dated March 31, 2016, between TechPrecision Corporation and Thomas Sammons \(incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on April 6, 2016\).](#)
- [10.10](#) [Amended and Restated Loan Agreement, dated as of August 25, 2021 among Ranor, Inc. Stadco New Acquisition, LLC, Westminster Credit Holdings, LLC, STADCO and Berkshire Bank \(incorporated herein by reference to Exhibit 10.11 to our Current Report on Form 8-K, filed with the SEC on August 30, 2021\).](#)
- [10.11](#) [First Amendment to Amended and Restated Loan Agreement and First Amendment to Promissory Note, dated as of December 17, 2021, by and among Ranor, Inc., Stadco New Acquisition, LLC, Stadco, Westminster Credit Holdings, LLC and Berkshire Bank \(incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on December 20, 2021\).](#)
- [10.12](#) [Second Amendment to Amended and Restated Loan Agreement and Second Amendment to Promissory Note, dated as of March 18, 2022, by and among Ranor, Inc., Stadco New Acquisition, LLC, Stadco, Westminster Credit Holdings, LLC and Berkshire Bank \(incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC March 21, 2022.\)](#)
- [10.13](#) [Third Amendment to Amended and Restated Loan Agreement and Third Amendment to Promissory Note, dated as of June 16, 2022, by and among Ranor, Inc., Stadco New Acquisition, LLC, Stadco, Westminster Credit Holdings, LLC and Berkshire Bank \(incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on June 23, 2022\).](#)
- [10.14](#) [Fourth Amendment to Amended and Restated Loan Agreement and Fourth Amendment to Promissory Note, dated as of September 15, 2022, by and among Ranor, Inc., Stadco New Acquisition, LLC, Stadco, Westminster Credit Holdings, LLC and Berkshire Bank \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on September 19, 2022\).](#)
- [10.15](#) [Fifth Amendment to Amended and Restated Loan Agreement, Fifth Amendment to Promissory Note, and First Amendment to Second Amended and Restated Promissory Note, effective as of December 20, 2022, by and among Ranor, Inc., Stadco New Acquisition, LLC, Stadco, Westminster Credit Holdings, LLC and Berkshire Bank \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on December 30, 2022\).](#)
- [10.16](#) [Amended and Restated Loan Purchase and Sales Agreement, dated as of April 23, 2021, between Stadco New Acquisition, LLC and Sunflower Bank, N.A. \(incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on April 29, 2021\).](#)
- [10.17](#) [Amendment to Amended and Restated Loan Purchase and Sale Agreement, dated as of June 28, 2021, between Stadco New Acquisition, LLC, Stadco, Stadco Acquisition LLC and Stadco Mexico, Inc. and Sunflower Bank, N.A. \(incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on June 29, 2021\).](#)
- [10.18](#) [Amended and Restated Standard Industrial/Commercial Single-Tenant Lease – Net, dated July 1, 2010, between the Landlord and Stadco \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.19](#) [Amendment to the Amended and Restated Standard Industrial/Commercial Single-Tenant Lease – Net, effective as of August 24, 2021, between the Stadco and the Landlord. \(incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.20](#) [Stock and Warrant Purchase Agreement, dated effective as of August 24, 2021, among TechPrecision Corporation, Stadco New Acquisition, LLC and Five Crowns Credit Partners, LLC \(incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.21](#) [Warrant, issued as of August 25, 2021, by TechPrecision Corporation to Five Crowns Capital, LLC. \(incorporated by reference to Exhibit 10.6 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)

II- 5

- [10.22](#) [Debt Conversion Agreement, dated as of August 25, 2021, among TechPrecision Corporation, Stadco and Douglas A. Paletz \(incorporated by reference to Exhibit 10.7 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.23](#) [Debt Conversion Agreement, dated as of August 25, 2021, among TechPrecision Corporation, Stadco and Babak Parsi \(incorporated by reference to Exhibit 10.8 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.24](#) [Debt Conversion Agreement, dated as of August 25, 2021, among TechPrecision Corporation, Stadco and Vanguard Electronic Company \(incorporated by reference to Exhibit 10.9 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.25](#) [Form of PIPE Agreement \(incorporated by reference to Exhibit 10.10 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.26](#) [Amended and Restated Loan Agreement, dated as of August 25, 2021, among Ranor, Inc., Stadco New Acquisition, LLC, Westminster Credit Holdings, LLC, Stadco and Berkshire Bank \(incorporated by reference to Exhibit 10.11 to our Current Report on Form 8-K filed with the SEC on August 30, 2021\).](#)
- [10.27](#) [Payment Agreement between Stadco and LADWP \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on February 3, 2023\).](#)
- [10.28\\*](#) [Sixth Amendment to Amended and Restated Loan Agreement and Second Amendment to Second Amended and Restated Promissory Note, effective as of December 20, 2023, by and among Ranor, Inc., Stadco New Acquisition, LLC, Stadco, Westminster Credit Holdings, LLC and Berkshire Bank \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on January 5, 2024\).](#)
- [10.29](#) [Seventh Amendment to Amended and Restated Loan Agreement and Third Amendment to Second Amended and Restated Promissory Note, effective as of March 20, 2024, by and among Ranor, Inc., Stadco New Acquisition, LLC, Stadco, Westminster Credit Holdings, LLC and Berkshire Bank \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on April 9, 2024\).](#)
- [21.1](#) [Subsidiaries of the Company \(incorporated by reference to Exhibit 21.1 to our Annual Report on Form 10-K for the year ended March 31, 2023, filed with the SEC on June 15, 2023\)](#)
- [23.1](#) [Consent of Marcum LLP](#)
- [23.2](#) [Consent of McGuireWoods LLP \(included in Exhibit 5.1\)](#)
- [24.1](#) [Power of Attorney \(included on the signature page to this registration statement\)](#)
- [107](#) [Registration Fee Table](#)

† Management contract or compensatory arrangement or plan.

\* Pursuant to Item 601(a)(5) of Regulation S-K, certain schedules and attachments have been omitted. A copy of any omitted schedule or attachment will be furnished supplementally to the Securities and Exchange Commission upon request.

#### **Item 17. Undertakings.**

The undersigned registrant hereby undertakes:

- A. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;



- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

II- 6

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that Paragraphs (i), (ii), and (iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement,

B. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. 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.

D. That, for the purpose of determining liability under the Securities Act to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

E. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

F. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC 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 registrant of expenses incurred or paid by a director, officer or controlling person of the registrant 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, the registrant will, unless in the opinion of its 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.

II- 7

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Westminister, Massachusetts, on May 2, 2024.

### TechPrecision Corporation

By: /s/ Barbara M. Lilley  
Name: Barbara M. Lilley  
Title: Chief Financial Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each Alexander Shen and Barbara M. Lilley, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act, (and all further amendments, including post-effective amendments, thereto)), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dated indicated.

Signature

Title

Date

<div>/s/ Alexander Shen</div> <div>Alexander Shen</div>	Chief Executive Officer (Principal Executive Officer) and Director	May 2, 2024
<div>/s/ Barbara M. Lilley</div> <div>Barbara M. Lilley</div>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 2, 2024
<div>/s/ Richard S. McGowan</div> <div>Richard S. McGowan</div>	Chairman of the Board	May 2, 2024
<div>/s/ Robert Crisafulli</div> <div>Robert Crisafulli</div>	Director	May 2, 2024

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McGUIREWOODS

May 2, 2024

TechPrecision Corporation  
 1 Bella Drive  
 Westminister, Massachusetts 01473

**RE: TechPrecision Corporation, a Delaware corporation  
 Form S-1 Registration Statement**

Ladies and Gentlemen:

We have acted as special counsel to TechPrecision Corporation, a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-1 filed by the Company with the Securities and Exchange Commission ("SEC") (as amended or supplemented, the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of the offer and sale from time to time by the selling securityholder described in the Registration Statement under "Selling Securityholder" (the "Selling Securityholder") of up to 320,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares") that were issued pursuant to Section 7.02 of that certain Stock Purchase Agreement, dated November 22, 2023 (the "SPA"), between the Company and the Selling Securityholder following the Selling Securityholder's termination of the SPA under Section 7.01(f) thereof. This opinion letter is being furnished in accordance with the requirements of Item 16 of Form S-1 and Item 601(b)(5)(i) of Regulation S-K promulgated under the Securities Act. Capitalized terms used and not defined herein shall have the meanings assigned to them in the Registration Statement.

**Documents Reviewed**

In connection with this opinion letter, we have examined the following documents:

- (a) the Registration Statement, including the exhibits being filed therewith; and
- (b) the SPA, including the representations and warranties of the parties contained therein.

In addition, we have examined and relied upon the following:

- (i) (A) true and correct copies of the certificate of incorporation and the bylaws of the Company, each as in effect on the date hereof and as amended, supplemented or modified to date (the "Organizational Documents") and (B) the resolutions of the Board of Directors of the Company authorizing (1) the issuance of the Shares by the Company, (2) the execution, delivery and performance of the SPA and (3) the filing of the Registration Statement by the Company;

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- (ii) originals, or copies identified to our satisfaction as being true copies, of such other records, documents and instruments as we have deemed necessary for the purposes of this opinion letter.

"Applicable Law" means the Delaware General Corporation Law.

**Assumptions Underlying Our Opinions**

For all purposes of the opinions expressed herein, we have assumed, without independent investigation, the following:

- (a) Factual Matters. To the extent that we have reviewed and relied upon (i) certificates of the Company or authorized representatives thereof, (ii) representations of the Company set forth in the SPA; (iii) representations made by the Selling Securityholder in the SPA and (iv) certificates and assurances from public officials, all of such certificates, representations and assurances are accurate with regard to factual matters and all official records (including filings with public authorities) are properly indexed and filed and are accurate and complete.
- (b) Signatures. The signatures of individuals who have signed the SPA are genuine and authorized.
- (c) Authentic and Conforming Documents. All documents submitted to us as originals are authentic, complete and accurate, and all documents submitted to us as copies conform to authentic original documents.
- (d) Organizational Status, Power and Authority and Legal Capacity of Certain Parties. All parties to the SPA are validly existing and in good standing in their respective jurisdictions of formation, except that no such assumption is made as to the Company. All parties to the SPA have the capacity and full power and authority to execute, deliver and perform the SPA, and the documents required or permitted to be delivered and performed thereunder, except that no such assumption is made as to the Company as of the date hereof. All individuals who signed the SPA have the legal capacity to execute such SPA.
- (e) Authorization, Execution and Delivery of the SPA. The SPA and the documents required or permitted to be delivered thereunder have been duly authorized by all necessary corporate, limited liability company, business trust, partnership or other action on the part of the parties thereto and have been duly executed and delivered by such parties, except that no such assumption is made as to the Company.
- (f) Registration. The Registration Statement shall have been declared effective under the Securities Act and such effectiveness shall not have been terminated or rescinded.
- (g) No Mutual Mistake, Amendments, etc. There has not been any mutual mistake of fact, fraud, duress or undue influence in connection with the issuance of the Shares as contemplated by the Registration Statement and the SPA. There are and will be no oral or written statements or agreements that modify, amend or vary, or purport to modify, amend or vary, any of the terms of the SPA.

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**Our Opinion**

Based on and subject to the foregoing and the exclusions, qualifications, limitations and other assumptions set forth in this opinion letter, we are of the opinion that the Shares have been validly issued and are fully paid and non-assessable.

**Qualifications and Limitations Applicable to Our Opinion**

The opinions set forth above are subject to the following qualifications and limitations:

- (a) Applicable Law. Our opinion is limited to Applicable Law, and we do not express any opinion concerning any other law.

**Miscellaneous**

The foregoing opinions are being furnished only for the purpose referred to in the first paragraph of this opinion letter. Our opinions are based on statutes, regulations and administrative and judicial interpretations which are subject to change. We undertake no responsibility to update or supplement these opinions subsequent to the effective date of the Registration Statement. Headings in this opinion letter are intended for convenience of reference only and shall not affect its interpretation. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm in the Registration Statement under the caption "Legal Matters." In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ McGuireWoods LLP  
McGuireWoods LLP

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of TechPrecision Corporation on Form S-1 of our report dated June 15, 2023, with respect to our audits of the consolidated financial statements of TechPrecision Corporation as of March 31, 2023 and 2022 and for the years ended March 31, 2023 and 2022 appearing in the Annual Report on Form 10-K of TechPrecision Corporation for the year ended March 31, 2023. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Marcum LLP

Marcum LLP  
Philadelphia, Pennsylvania  
May 2, 2024

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## Calculation of Filing Fee Tables

**Form S-1**  
(Form Type)

**TechPrecision Corporation**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
<b>Newly Registered Securities</b>							
Equity	Common Stock, par value \$0.0001 per share	Other	320,000	\$ 4.695 <sup>(2)</sup>	\$ 1,502,400	\$ 147.60 per \$1,000,000	\$ 222
<b>Total Offering Amounts</b>					<u>\$ 1,502,400</u>		<u>\$ 222</u>
<b>Total Fees Previously Paid</b>							
<b>Total Fee Offsets</b>							\$
<b>Net Fee Due</b>							<u>\$ 222</u>

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers such additional shares of the common stock, par value \$0.001 per share (the "Common Stock") of the registrant, as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.

(2) Pursuant to Rules 457(c) and (g) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is the average of the high and low prices reported for the registrant's Common Stock quoted on The Nasdaq Capital Market LLC on May 1, 2024.