

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

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Red Violet, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**82-2408531**

(I.R.S. Employer Identification Number)

**2650 North Military Trail, Suite 300,  
Boca Raton, Florida 33431  
(561) 757-4000**

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

**Joshua B. Weingard**

**Corporate Counsel and Corporate Secretary**

**Red Violet, Inc.**

**2650 North Military Trail, Suite 300,  
Boca Raton, Florida 33431  
(561) 757-4000**

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

*With a copy to:*

**Teddy Klinghoffer, Esq.**

**Christina C. Russo, Esq.**

**Akerman LLP**

**201 East Las Olas Boulevard, Suite 1800  
Fort Lauderdale, Florida 33301  
(954) 463-2700**

**Approximate date of commencement of proposed sale to the public:** As soon as possible after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **Registration Statement No. 333-233025**

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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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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## CALCULATION OF REGISTRATION FEE

<u>Title of each class of securities to be registered (1)</u>	<u>Proposed maximum aggregate offering price (1)</u>	<u>Amount of registration fee (2)</u>
Common Stock, par value \$0.001 per share	\$ 3,501,800	\$ 325

- (1) The registrant previously registered an aggregate of \$25,000,000 of securities on the Registration Statement on Form S-3 (Registration No. 333-233025) (the "Initial Registration Statement"). \$7,491,000 of securities have been issued under the Initial Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), an additional amount of securities having a proposed maximum aggregate offering price of not more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Initial Registration Statement are being registered.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act. The registrant previously registered an aggregate of \$25,000,000 of securities on the Initial Registration Statement, for which a filing fee of \$3,030 was previously paid.

**Pursuant to Rule 462(b) under the Securities Act of 1933, this Registration Statement shall become effective upon filing with the Securities and Exchange Commission.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed by Red Violet, Inc. (the “Company”) pursuant to Rule 462(b) under the Securities Act. Pursuant to Rule 462(b), the Company hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-233025), which was declared effective by the Securities and Exchange Commission (“SEC”) on August 9, 2019 (the “Initial Registration Statement”), including each of the documents filed by the Company with the SEC and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

\$7,491,000 of securities have been issued under the Initial Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of not more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Initial Registration Statement are being registered.

This Registration Statement is being filed with respect to the registration of an additional \$3,501,800 aggregate maximum amount of Common Stock of the Company, which is described in the prospectus constituting a part of the Initial Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

### CERTIFICATION

The Registrant hereby certifies to the Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business as of November 19, 2021), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than November 19, 2021.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	<u>Opinion of Akerman LLP</u>
23.1	<u>Consent of Grant Thornton LLP</u>
23.2	<u>Consent of Akerman LLP (included with Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included in signature page of this Form S-3).</u>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boca Raton, State of Florida, on this 19th day of November, 2021.

### RED VIOLET, INC.

By: /s/ Derek Dubner  
Derek Dubner  
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Derek Dubner and Daniel MacLachlan and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Derek Dubner</u> Derek Dubner	Chief Executive Officer (Principal Executive Officer)	November 19, 2021
<u>/s/ Daniel MacLachlan</u> Daniel MacLachlan	Chief Financial Officer (Principal Financial and Accounting Officer)	November 19, 2021
<u>/s/ Peter Benz</u> Peter Benz	Director	November 19, 2021
<u>/s/ Steven D. Rubin</u> Steven D. Rubin	Director	November 19, 2021
<u>/s/ Robert Swayman</u> Robert Swayman	Director	November 19, 2021
<u>/s/ Lisa Stanton</u> Lisa Stanton	Director	November 19, 2021



Akerman LLP  
201 East Las Olas Boulevard  
Suite 1800  
Fort Lauderdale, FL 33301  
T: 954 463 2700  
F: 954 463 2224

November 19, 2021

Red Violet, Inc.  
2650 North Military Trail, Suite 300,  
Boca Raton, Florida 33431

**Re: Common Stock registered under Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to Red Violet, Inc., a Delaware corporation (the "Company"), in connection with your filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 (the "462(b) Registration Statement"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The 462(b) Registration Statement incorporates by reference the Company's Registration Statement on Form S-3 (File No. 333-233025) filed with the Commission on August 5, 2019, under the Securities Act, and the Notice of Effectiveness of the Commission posted on its website declaring such registration statement effective on August 9, 2019 (the "Initial Registration Statement" and together with the 462(b) Registration Statement, the "Registration Statement"). This opinion is furnished to you in connection with your filing of the 462(b) Registration Statement, which is registering the offering by the Company, of up to \$3,501,800 of shares (the "Shares") of the Company's Common Stock, par value \$0.001 per share (the "Common Stock").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

For purposes of this opinion, we neither express nor imply any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

Based on the foregoing, and subject to the additional qualifications set forth below, we are of the opinion that:

The Shares have been duly authorized and, when the price upon which the Shares are to be sold have been approved by or on behalf of the Board of Directors of the Company (or a duly authorized committee of the Board of Directors) and the Shares have been issued and delivered against payment in the manner described in the Registration Statement, any applicable Prospectus Supplement and any duly authorized, executed and delivered valid and binding agreement, the Shares will be validly issued, fully paid and non-assessable.

[akerman.com](http://akerman.com)

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We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Rule 462(b) Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

We are opining only as to matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is rendered as of the date hereof and is based upon currently existing statutes, rules, regulations and judicial decisions. We disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments that affect any matters or opinions set forth herein. No portion of this opinion may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

Very truly yours,

/s/ Akerman LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 10, 2021 with respect to the consolidated financial statements of Red Violet, Inc. incorporated by reference from the Annual Report on Form 10-K for the year ended December 31, 2020 in the Registration Statement on Form S-3, as amended (File No. 333-233025), which are incorporated by reference in this Registration Statement on Form S-3MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption “Experts” in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Fort Lauderdale, Florida

November 19, 2021