

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Pre-Effective Amendment No. 1
to
FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

APPLIED OPTOELECTRONICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

76-0533927
(I.R.S. Employer
Identification Number)

**13139 Jess Pirtle Blvd.
Sugar Land, TX 77478
(281) 295-1800**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

David C. Kuo
General Counsel and Corporate Secretary
13139 Jess Pirtle Blvd.
Sugar Land, TX 77478
(281) 295-1800

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Frank Wu
Haynes and Boone, LLP
1221 McKinney Street, Suite 4000
Houston, TX 77010
(713) 547-2572
(713) 236-5659 (facsimile)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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.

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 definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of 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 of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This pre-effective Amendment No. 1 (the “Amendment”) to the Registration Statement on Form S-3 (File No. 333-269132) of Applied Optoelectronics, Inc., filed with the Securities and Exchange Commission (the “Commission”) on January 5, 2023 (the “Registration Statement”), is being filed for the purpose (i) to update the amount of the Unsold Securities covered by the prior registration statement on Form S-3 (File No. 333-234310), filed with the Commission on October 24, 2019 and declared effective on January 9, 2020 (the “Prior Registration Statement”), to reduce such amount from \$185,000,000 to \$184,555,434, which Unsold Securities are to be included on this Registration Statement pursuant to Rule 415(a)(6), and the amount included in the “Maximum Aggregate Offering Price” column and referenced in footnote (5) of Exhibit 107 is being adjusted accordingly; and (ii) to register new securities on this Registration Statement with an aggregate initial offering price of \$444,566, and the amounts included in the “Maximum Aggregate Offering Price” and the “Amount of Registration Fee” columns and referenced in footnote (5) of Exhibit 107 are being adjusted accordingly.

In addition, the Exhibit Index included in Part II. Item 16 of the Registration Statement and Exhibit 107 (Calculation of Filing Fee Tables) are hereby amended and restated in their entirety, and this Amendment includes the updated consent of Grant Thornton LLP.

Except as described above, no other changes have been made to the Registration Statement, and accordingly the prospectus included in Part I of the Registration Statement, and all items of Part II, other than Item 16, have been omitted.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Applied Optoelectronics, Inc.

Item 16. Exhibits

The following is a list of exhibits filed as a part of this registration statement.

Exhibit Number	Description
1.1*	Form of Underwriting Agreement.
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Form 10-Q filed on November 14, 2013).
3.2	Amended and Restated Bylaws of the Company (incorporated by reference from Exhibit 3.2 of the Company's Form 10-Q, filed on November 14, 2013).
4.1	Form of Common Stock Specimen (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K, filed on November 14, 2016).
4.2*	Form of Certificate of Designation of Preferred Stock.
4.3*	Form of Warrant Certificate and Warrant Agreement.
4.4*	Form of Unit Agreement.
5.1**	Opinion of Haynes and Boone, LLP.
23.1**	Consent of Haynes and Boone, LLP (included in Exhibit 5.1).
23.2+	Consent of Grant Thornton LLP.
24.1**	Power of Attorney (included on the signature page of the Registration Statement).
107+	Filing Fee Table.

We will file as an exhibit to a Current Report on Form 8-K any additional required opinions of counsel with respect to the legality of the securities offered hereby and any required opinion of counsel of Applied Optoelectronics, Inc. as to certain tax matters relative to the securities offered hereby.

* To be filed, if necessary, by an amendment to the registration statement or incorporated by reference to a Current Report on Form 8-K filed in connection with an offering of the securities offered hereunder.

+ Filed herewith.

** Previously filed.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 24, 2022 with respect to the consolidated financial statements and internal control over financial reporting of Applied Optoelectronics, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2021, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement, and to the use of our name as it appears under the caption "Experts."

/s/ GRANT THORNTON LLP

Houston, Texas
February 21, 2023

Calculation of Filing Fee Tables

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APPLIED OPTOELECTRONICS, INC.

Table 1: Newly Registered Securities and Carried Forward Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities											
Primary Offering of Securities:											
Fees to Be Paid	Unallocated (Universal Shelf)	---	457(o)	---	\$ 444,566	0.0001102	\$ 48.99				
Fees Previously Paid	Equity	Common Shares, \$0.001 par value	457(o)	---	---	---	---				
Fees Previously Paid	Equity	Preferred Stock, \$0.001 par value	457(o)	---	---	---	---				
Fees Previously Paid	Other	Units (3)	457(o)	---	---	---	---				
Fees Previously Paid	Other	Warrants (4)	457(o)	---	---	---	---				
Fees Previously Paid	Unallocated (Universal Shelf)	---	457(o)	---	---	---	---				
Carry Forward Securities											
Carry Forward Securities	Unallocated (Universal Shelf)	415(a)(6)	\$ 250,000,000	---	\$ 184,555,434(5)	---	---	S-3	File No. 333-234310	January 9, 2020	\$ 32,450
Total Offering Amounts					\$ 185,000,000(1)		\$ 48.99(5)				
Total Fees Previously Paid											N/A
Total Fee Offsets											---
Net Fee Due							\$ 48.99(5)				

(1) The amount to be registered consists of up to \$185,000,000 of an indeterminate number of shares of common stock, shares of preferred stock, warrants and units. There is also being registered hereunder such currently indeterminate number of common stock, preferred stock, and warrants as may from time to time be issued at indeterminate prices upon conversion, redemption, exchange, exercise or settlement of any securities registered hereunder. Any securities registered hereunder may be sold separately or as units with the other securities registered hereunder. In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, (the "Securities Act") the shares being registered hereunder include such indeterminate number of shares of common stock and preferred stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.

(2) The proposed maximum offering price per security will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder and is not specified as to each class of security pursuant to General Instruction II.D. of Form S-3 under the Securities Act.

(3) Including such indeterminate number of warrants or other rights, including without limitation share purchase or subscription rights, as may be issued from time to time at indeterminate prices.

(4) Each unit will be issued under a unit agreement and will represent an interest in two or more securities, which may or may not be separable from one another.

(5) Pursuant to Rule 415(a)(6) under the Securities Act, the securities registered pursuant to this registration statement include unsold securities previously registered for sale pursuant to the registrant's previously filed registration statement on Form S-3 (File No. 333-234310), which became effective on January 9, 2020 (the "Prior Registration Statement"). The Prior Registration Statement registered \$250,000,000 of an indeterminate number of shares of common stock, shares of preferred stock, warrants and units for sale from time to time. Of this amount, \$193,736,661 remained unsold as of the date of filing of the initial registration statement (the "Initial Registration Statement"). In connection with the registration of unsold securities on the Prior Registration Statement, the registrant paid a registration fee of \$32,450 for such unsold securities. The registrant included in the Initial Registration Statement an aggregate offering price of \$185,000,000 of unsold securities (the "Unsold Securities") from the Prior Registration Statement, and the filing fee paid with respect to the Unsold Securities in the Prior Registration Statement was used to pay the filing fee in connection with the filing of the Initial Registration Statement. During the grace period afforded by Rule 415(a)(5) under the Securities Act, the registrant continued to offer and sell under the Prior Registration Statement the Unsold Securities being registered hereunder. The registrant sold \$444,566 of Unsold Securities during such grace period. The registrant is registering new securities on this registration statement with an aggregate initial offering price of \$444,566 (the "New Securities"), which aggregate offering price is not specified as to each class of security. The filing fee for the New Securities is \$48.99. Pursuant to Rule 415(a)(6) under the Securities Act, the offering of the remaining Unsold Securities under the Prior Registration Statement will be deemed terminated as of the date of effectiveness of this registration statement.