

BOSTON OMAHA CORP

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 06/15/17

Address	292 NEWBURY STREET, SUITE 333 BOSTON, MA 02115
Telephone	857-256-0079
CIK	0001494582
Symbol	BOMN
SIC Code	6510 - Real Estate Operators (except Developers) And
Industry	Advertising & Marketing
Sector	Consumer Cyclical
Fiscal Year	12/31

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

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

BOSTON OMAHA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7389
(Primary Standard Industrial
Classification Code Number)

27-0788438
(I.R.S. Employer
Identification No.)

**292 Newbury Street, Suite 333
Boston, Massachusetts 02115
(857) 256-0079**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Alex B. Rozek and Adam K. Peterson
Co-Chief Executive Officers
Boston Omaha Corporation
292 Newbury Street, Suite 333
Boston, Massachusetts 02115
(857) 256-0079
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Neil H. Aronson, Esq.
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act 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. No. 333-216040

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) 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 the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Class A common stock, par value \$0.001 per share	1,194,231	\$13.00	\$15,525,003	\$1,799.35

- (1) Represents only the additional number of shares of Class A common stock being registered hereby, which includes up to 155,769 shares that may be purchased by the underwriters upon the exercise of their option to purchase additional shares. Does not include 6,325,000 shares of Class A common stock that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-216040).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the “Securities Act”). The Registrant previously registered securities at an aggregate offering price not to exceed \$88,500,000 on a Registration Statement on Form S-1 (File No. 333-216040), which was declared effective by the Securities and Exchange Commission on June 15, 2017. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$15,525,003 is hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement on Form S-1 relates to the public offering of Class A common stock of Boston Omaha Corporation contemplated by the registration statement on Form S-1 (File No. 333-216040), as amended, filed by Boston Omaha Corporation with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), which was declared effective by the Commission on June 15, 2017 (the "Prior Registration Statement"). This registration statement is filed pursuant to Rule 462(b) promulgated under the Securities Act, solely to increase the number of shares of Class A common stock to be offered in the public offering by 1,194,231 shares, which includes up to 155,769 shares that may be purchased by the underwriters upon the exercise of their option to purchase additional shares. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The contents of the Prior Registration Statement, including all exhibits thereto, are hereby incorporated by reference herein.

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
5.1	Opinion of Gennari Aronson, LLP.
23.1	Consent of Gennari Aronson, LLP (included in Exhibit 5.1).
23.2	Consent of MaloneBailey LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Stowe & Degon, LLC, Independent Registered Public Accounting Firm.
24.1	Powers of Attorney (filed as Exhibit 24.1 to the Registration Statement on Form S-1 filed by the Registrant on February 13, 2017 (File No. 333-216040) and incorporated herein by reference).

Exhibit 5.1

June 15, 2017

Boston Omaha Corporation
292 Newbury Street, Suite 333
Boston, Massachusetts 02109

Ladies and Gentlemen:

We have acted as legal counsel to Boston Omaha Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of (i) a Registration Statement (No. 333-216040) on Form S-1 (the "Initial Registration Statement"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act") (the "462(b) Registration Statement"), pursuant to which the Company is registering the offering for sale under the Securities Act of up to an aggregate of 1,194,231 additional shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock").

The Shares are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and among the Company and Cowen and Company, LLC, as representatives of the several underwriters to be named therein. The form of the Underwriting Agreement has been filed as Exhibit 1.1 to the Initial Registration Statement. This opinion is being rendered in connection with the filing of the 462(b) Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the 462(b) Registration Statement.

In connection with this opinion, we have examined the Company's Amended and Restated Certificate of Incorporation, as amended, and Bylaws, each as currently in effect, and the form of the Underwriting Agreement; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; the Initial Registration Statement and the exhibits thereto; and the 462(b) Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

Our opinion is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the form of the Underwriting Agreement most recently filed as an exhibit to the Initial Registration Statement and the prospectus that forms a part of the Initial Registration Statement, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the 462(b) Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act and to reference the firm's name under the caption "Legal Matters" in the prospectus which is incorporated by reference in the 462(b) Registration Statement, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gennari Aronson, LLP

Gennari Aronson, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 24, 2017, except for Note 15, as to which the date is June 13, 2017, with respect to the audited consolidated financial statements of Boston Omaha Corporation for the years ended December 31, 2016 and 2015 and our report dated December 19, 2016 with respect to the audited financial statements of Jag, Inc. for the year ended December 31, 2015, which appear in Amendment No. 4 to the Registration Statement on Form S-1 (No. 333-216040), as amended.

We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
June 15, 2017

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated January 9, 2017, relating to the financial statements and financial statement schedules of United Casualty and Surety Insurance Company, which appears in Amendment No. 4 to the Registration Statement on Form S-1 (No. 333-216040), as amended, and to the reference to our us under the heading “Experts” in such Registration Statement.

/s/ Stowe & Degon, LLC

Westborough, Massachusetts

June 15, 2017