

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INTEGRAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State of other jurisdiction of incorporation or organization)

98-0163519

(I.R.S. Employer Identification No.)

2605 Eastside Park Road Suite 1

Evansville, Indiana

(Address of Principal Executive Offices)

47715

(Zip Code)

Consulting Agreement dated June 26, 2017 between Integral Technologies, Inc. and Marc J. Ross

(Full Title of Plan)

Douglas Bathauer, Chief Executive Officer

2605 Eastside Park Road Suite 1, Evansville, Indiana 47715

(Name and address of agent for service)

(812) 550-1770

(Telephone number, including area code, of agent for service)

Copies to:

Marc J. Ross, Esq.

Avital Perlman, Esq.

Sichenzia Ross Ference Kesner LLP

61 Broadway 32nd Floor

New York, NY 10006

Tel (212) 930-9700

Fax (212) 930-9725

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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

Non-accelerated filer (Do not check if a smaller reporting company)

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 the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001 per share (3)	1,000,000	\$0.03	\$30,000	\$3.48

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock of Integral Technologies, Inc., a Nevada corporation (the "Registrant" or the "Company"), which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The computation is based on the average high and low sales price of the Registrant's common stock as reported on the OTC Pink on July 6, 2017.
- (3) Represents shares issuable in connection with the consulting agreement between the registrant and Marc J. Ross dated June 26, 2017.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is July 11, 2017

EXPLANATORY NOTE

This Registration Statement is being filed by Integral Technologies, Inc. (the "Company") in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act") in order to register 1,000,000 shares of the Company's common stock, par value \$0.001 per share, the amount of shares issuable under the Consulting Agreement between the Company and Marc J. Ross (the "Consulting Agreement", and the recipient, the "Consultant").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1.

Plan Information.

The Company will provide the Consultant with documents that contain information related to the Consulting Agreement, and other information including, but not limited to, the disclosure required by Item 1 of Form S-8, which information is not required to be and are not being filed as a part of this Registration Statement on Form S-8 (the "Registration Statement") or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The foregoing information and the documents incorporated by reference in response to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2.

Registrant Information and Employee Plan Annual Information.

We will provide to the Consultant a written statement advising of the availability of documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this Section 10(a) prospectus) and of documents required to be delivered pursuant to Rule 428(b) under the Securities Act without charge and upon written or oral request by contacting:

Douglas Bathauer
2605 Eastside Park Road, Suite 1
Evansville, Indiana 47715

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3.

Incorporation of Documents by Reference.

The Securities and Exchange Commission ("SEC") allows us to incorporate by reference certain of our publicly filed documents into this prospectus, which means that such information is considered part of this prospectus. Information that we file with the SEC subsequent to the date of this prospectus will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under all documents subsequently filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until the Selling Stockholders have sold all of the shares offered hereby or such shares have been deregistered.

The following documents filed with the SEC are incorporated herein by reference:

(a) The Registrant's latest Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or latest prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act"), that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed;

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's latest annual report or prospectus referred to in (a) above; and

(c) The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 10SB12G (File No. 000-28353) filed March 9, 2000, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4

Description of Securities.

Not Applicable.

Item 5.

Interests of Named Experts and Counsel.

Sichenzia Ross Ference Kesner LLP will pass upon the validity of the common stock being registered. Attorneys employed by this law firm are entitled to receive 1,000,000 shares of common stock issuable pursuant to the Consulting Agreement between the Company and Marc J. Ross, a partner of Sichenzia Ross Ference Kesner LLP, which shares are being registered pursuant to this Registration Statement.

Item 6.

Indemnification of Directors and Officers.

Nevada Revised Statutes ("NRS") Sections 78.7502 and 78.751 provide us with the power to indemnify any of our directors and officers. The director or officer must have conducted himself/herself in good faith and reasonably believe that his/her conduct was in, or not opposed to, our best interests. In a criminal action, the director, officer, employee or agent must not have had reasonable cause to believe his/her conduct was unlawful.

Under NRS Section 78.751, advances for expenses may be made by agreement if the director or officer affirms in writing that he/she believes he/she has met the standards and will personally repay the expenses if it is determined such officer or director did not meet the standards.

We are also permitted to apply for insurance on behalf of any director, officer, employee or other agent for liability arising out of his actions, whether or not the NRS would permit indemnification.

Our Articles of Incorporation, as amended, provide to the fullest extent permitted by Nevada law, our directors or officers shall not be personally liable to us or our shareholders for damages for breach of such director's or officer's fiduciary duty. The effect of this provision of our Articles of Incorporation, as amended, is to eliminate our rights and our shareholders (through shareholders' derivative suits on behalf of our company) to recover damages against a director or officer for breach of the fiduciary duty of care as a director or officer (including breaches resulting from negligent or grossly negligent behavior), except under certain situations defined by statute. We believe that the indemnification provisions in our Articles of Incorporation, as amended, are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers or person controlling us, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the act and is therefore unenforceable.

Item 7.

Exemption from Registration Claimed.

Not applicable.

Item 8.

Exhibits.

Exhibit

No. Description

5.1	Opinion of Sichenzia Ross Ference Kesner LLP
10.1	Consulting Agreement dated June 26, 2017 between Integral Technologies, Inc. and Marc J. Ross
23.1	Consent of Baker Tilly Virchow Krause LLP
23.2	Consent of Sichenzia Ross Ference Kesner LLP (included within Exhibit 5.1)

Item 9.

Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) 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 of 1933;

(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;

(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 (a)(1)(i) and (a)(1)(ii) do not apply if this Registration Statement is on Form S-8, and 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 Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, 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 the 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, 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 of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Evansville in the State of Indiana, on July 11, 2017.

INTEGRAL TECHNOLOGIES, INC.

By: /s/ Douglas Bathauer
Douglas Bathauer
Chief Executive Officer (Principal Executive Officer)

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 date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas Bathauer</u> Douglas Bathauer	Chief Executive Officer and Member of the Board (Principal Executive Officer)	July 11, 2017
<u>/s/ Eli Dusenbury</u> Eli Dusenbury	Chief Financial Officer (Principal Financial and Accounting Officer)	July 11, 2017
<u>/s/ James Eagan</u> James Eagan	Member of the Board	July 11, 2017
<u>/s/ William A. Ince</u> William A. Ince	Member of the Board	July 11, 2017
<u>/s/ Richard Blumberg</u> Richard Blumberg	Member of the Board	July 11, 2017
<u>/s/ Jeffrey Babka</u> Jeffrey Babka	Member of the Board	July 11, 2017



July 11, 2017

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: Integral Technologies, Inc.

Ladies and Gentlemen:

We refer to the registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), filed by Integral Technologies, Inc., a Nevada corporation (the "Company"), with the Securities and Exchange Commission on or about July 11, 2017.

We have examined the originals, photocopies, certified copies or other evidence of such records of the Company, certificates of officers of the Company and public officials, and other documents as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such latter documents.

Based on our examination mentioned above, we are of the opinion that the securities being registered to be sold pursuant to the Registration Statement are duly authorized and will be, when sold in the manner described in the Registration Statement, legally and validly issued, and fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm under "Interests of Named Experts and Counsel". In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Sichenzia Ross Ferenc Kesner
LLP
Sichenzia Ross Ferenc Kesner LLP

61 Broadway | New York, NY | 10006
T (212) 930 9700 | F (212) 930 9725 | WWW.SRFKLLP.COM

CONSULTING AGREEMENT

This Consulting Agreement is dated as of June 26, 2017 among, Integral Technologies, Inc., a Nevada corporation (the “Company”), and Marc J. Ross (“Consultant”).

WHEREAS, the Company has requested the Consultant to provide the Company with certain legal services in connection with its business (the “Services”), and the Consultant has agreed to provide the Company with the Services; and

WHEREAS, the Company wishes to compensate the Consultant with shares of its common stock for such Services through the payment to the Consultant of a fixed fee of 1,000,000 shares of its common stock, par value \$0.001 per share (the “Shares”).

NOW THEREFORE, in consideration of the mutual covenants hereinafter stated, it is agreed as follows:

1. The Company shall issue 1,000,000 Shares to the Consultant, as consideration for the Services rendered. The Company shall register all 1,000,000 Shares on a Form S-8 under this Consulting Agreement. The registration statement shall be filed promptly following the execution of this Consulting Agreement.

IN WITNESS WHEREOF, this Consulting Agreement has been executed by the parties as of the date first above written.

CONSULTANT

By: /s/ Marc J. Ross
Marc J. Ross

THE COMPANY:

INTEGRAL TECHNOLOGIES, INC.

/s/ Douglas Bathauer
Douglas Bathauer
Chief Executive Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Integral Technologies, Inc. (the Company) of our report dated January 17, 2017, relating to the consolidated financial statements as of June 30, 2016 and 2015 and the years then ended which is included in the Company's annual report on Form 10-K for the year ended June 30, 2016.

/s/ BAKER TILLY VIRCHOW KRAUSE, LLP

Minneapolis, Minnesota

July 11, 2017