

Global Water Resources, Inc.  
Form S-1MEF  
April 28, 2016

As filed with Securities and Exchange Commission on April 28, 2016

Registration Statement No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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

**Global Water Resources, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**4941**  
**(Primary Standard Industrial**  
**Classification Code Number)**

**90-0632193**  
**(I.R.S. Employer**  
**Identification Number)**

**21410 N 19th Avenue #220**

**Phoenix, AZ 85027**

**(480) 360-7775**

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

**Michael J. Liebman**

**21410 N 19th Avenue #220**

**Phoenix, AZ 85027**

**(480) 360-7775**

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

*Copies to:*

**Michael M. Donahey**

**Jeffrey E. Beck**

**Jeffrey A. Scudder**

**Kevin Zen**

**Snell & Wilmer L.L.P.**

**One Arizona Center**

**400 East Van Buren**

**Phoenix, Arizona 85004-2202**

**(602) 382-6000**

**Christopher J. Barry**

**Dorsey & Whitney LLP**

**701 Fifth Avenue, Suite 6100**

**Seattle, Washington 98104-7043**

**(206) 903-8800**

**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date 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:  333-209025

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, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting 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

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Unit(2)</b> | <b>Proposed Maximum Offering Price</b> | <b>Amount of Registration Fee(3)</b> |
|---|-----------------------------------|--|--|--------------------------------------|
| Common Stock, \$0.01 par value per share                  | 189,520                           | \$6.25   | \$1,184,500                            | \$119.28                             |

- (1) This amount is in addition to the 1,150,000 shares of common stock registered under the registration statement originally declared effective on April 27, 2016 (File No. 333-209025) and includes shares that may be sold if the underwriter's option to purchase additional shares is exercised.
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND**

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This registration statement on Form S-1 is being filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Global Water Resources, Inc. (the Registrant ). This registration statement incorporates by reference the contents of, including all exhibits to and all documents incorporated by reference therein, the Registrant s registration statement on Form S-1 (File No. 333-209025), as amended, which was declared effective by the Commission on April 27, 2016.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on April 28, 2016.

GLOBAL WATER RESOURCES, INC.

By: /s/ Ron L. Fleming  
 Ron L. Fleming  
 President and Chief 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 dates indicated.

|     | <b>Signature</b>                                 | <b>Title</b>  | <b>Date</b>    |
|-----|--|---|----------------|
| By: | /s/ Trevor T. Hill<br>Trevor T. Hill             | Chairman of the Board   | April 28, 2016 |
| By: | /s/ Ron L. Fleming<br>Ron L. Fleming             | President and Chief Executive Officer<br>(Principal Executive Officer)                          | April 28, 2016 |
| By: | /s/ Michael J. Liebman<br>Michael J. Liebman     | Chief Financial Officer and Corporate Secretary<br>(Principal Financial and Accounting Officer) | April 28, 2016 |
| By: | /s/ William S. Levine<br>William S. Levine       | Director  | April 28, 2016 |
| By: | /s/ David C. Tedesco<br>David C. Tedesco         | Director  | April 28, 2016 |
| By: | /s/ Richard M. Alexander<br>Richard M. Alexander | Director  | April 28, 2016 |
| By: | /s/ L. Rita Theil<br>L. Rita Theil               | Director  | April 28, 2016 |
| By: | /s/ Cindy M. Bowers<br>Cindy M. Bowers           | Director  | April 28, 2016 |

**INDEX OF EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>   | <b>Method of Filing</b>  |
|---------------------------|---|--------------------------|
| 5.1                       | Opinion of Snell & Wilmer L.L.P.  | Filed Herewith           |
| 23.1                      | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm | Filed herewith           |
| 23.2                      | Consent of Snell & Wilmer L.L.P.  | Contained in Exhibit 5.1 |