

# Section 1: S-1MEF (REGISTRATION STATEMENT)

As filed with the Securities and Exchange Commission on November 16, 2020

Registration No. 333-

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

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

HALL OF FAME RESORT & ENTERTAINMENT COMPANY  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

7990

(Primary Standard Industrial  
Classification Code Number)

84-3235695

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

2626 Fulton Drive NW  
Canton, OH 44718  
(330) 458-9176

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

Michael Crawford  
Chief Executive Officer  
2626 Fulton Drive NW  
Canton, OH 44718  
(330) 458-9176

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

Copies to:

J. Steven Patterson, Esq.  
Scott D. McKinney, Esq.  
Mayme Beth F. Donohue, Esq.  
Hunton Andrews Kurth LLP  
2200 Pennsylvania Avenue NW  
Washington, DC 20037  
Tel: (202) 955-1500

Mitchell S. Nussbaum, Esq.  
Angela M. Dowd, Esq.  
Loeb & Loeb LLP  
345 Park Avenue  
New York, NY 10154  
Tel: (212) 407-4000

Approximate date of commencement of proposed sale to the public:  
From time to time 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.  333-249133

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 under the Securities Exchange Act of 1934:

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 the Securities Act.

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## CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price<sup>(1)(2)</sup></b>	<b>Amount of Registration Fee</b>
Units consisting of shares of Common Stock, par value \$0.0001 per share, and Warrants to purchase shares of Common Stock, par value \$0.0001 per share	\$ 3,750,000	\$ 414.12
Common Stock included in Units	Included with Units above	-
Warrants included in Units <sup>(3)</sup>	Included with Units above	-
Common Stock issuable upon exercise of Warrants <sup>(4)</sup>	\$ 3,750,000	\$ 414.12
<b>Total</b>	<b>\$ 7,500,000</b>	<b>\$ 818.25<sup>(5)</sup></b>

- (1) The registrant previously registered an aggregate of \$50,000,000 of securities on the Registration Statement on Form S-1, Registration No. 333-249133 (the "Initial Registration Statement"). Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), the amount of securities being registered hereunder represents no more than 20% of the securities initially registered pursuant to the Initial Registration Statement.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act.
- (3) Pursuant to Rule 457(g) of the Act, no separate registration fee is required for the Warrants because the Warrants are being registered in the same registration statement as the Common Stock of the registrant issuable upon exercise of the Warrants.
- (4) In addition to the shares of Common Stock set forth in this table, pursuant to Rule 416 under the Act, this registration statement also registers such indeterminate number of shares of Common Stock as may become issuable upon exercise of these securities as the same may be adjusted as a result of stock splits, stock dividends, recapitalizations or other similar transactions.
- (5) A filing fee of \$818.25 is paid herewith. Calculated pursuant to Rule 457(o) under the Securities Act. The registrant previously registered an aggregate of \$50,000,000 of securities on the Initial Registration Statement, for which a filing fee of \$5,973.00 was previously paid.

**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.**

## EXPLANATORY NOTE

This Registration Statement on Form S-1 (the “462(b) Registration Statement”) is being filed by Hall of Fame Resort & Entertainment Company (the “Company”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). Pursuant to Rule 462(b), the Company hereby incorporates by reference into this 462(b) Registration Statement in its entirety the Registration Statement on Form S-1 (File No. 333-249133), which was declared effective by the Securities and Exchange Commission (“SEC”) on November 16, 2020 (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.

In accordance with Rule 462(b), 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 securities registered under the Initial Registration Statement are being registered on this 462(b) Registration Statement. This 462(b) Registration Statement is being filed with respect to the registration of (i) an additional \$3,750,000 aggregate maximum amount of units of the Company (the “Units”), each Unit consisting of one share of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”) and one warrant (collectively, the “Warrants”) to purchase one share of Common Stock and (ii) an additional \$3,750,000 of shares of Common Stock underlying the Warrants, all of which are described in the prospectus constituting a part of the Initial Registration Statement.

The required opinions of counsel and related consent and accountants’ consents are attached hereto and filed herewith.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 8. Exhibits and Financial Statement Schedules

(a) Exhibits

All exhibits filed or incorporated by reference in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-249133), are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, except for the following, which are filed herewith:

5.1 [Opinion of Hunton Andrews Kurth LLP](#)

23.1 [Consent of Marcum LLP](#)

23.2 [Consent of Marcum LLP](#)

23.3 [Consent of Hunton Andrews Kurth LLP \(included in Exhibit 5.1\)](#)

## 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 Canton, State of Ohio, on November 16, 2020.

HALL OF FAME RESORT & ENTERTAINMENT  
COMPANY

/s/ Michael Crawford

Name: Michael Crawford

Title: *President and Chief Executive Officer*

## POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Michael Crawford and Jason Krom, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all 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 full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this registration statement or any amendments hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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

<u>Signature</u>	<u>Capacity in Which Signed</u>	<u>Date</u>
<u>/s/ Michael Crawford</u> Michael Crawford	Chief Executive Officer and Director (Principal Executive Officer)	November 16, 2020
<u>*</u> Jason Krom	Chief Financial Officer (Principal Financial and Accounting Officer)	November 16, 2020
<u>*</u> Anthony J. Buzzelli	Director	November 16, 2020
<u>*</u> David Dennis	Director	November 16, 2020
<u>*</u> James J. Dolan	Director	November 16, 2020
<u>*</u> Karl L. Holz	Director	November 16, 2020
<u>*</u> Stuart Lichter	Director	November 16, 2020
<u>*</u> Curtis Martin	Director	November 16, 2020
<u>*</u> Mary Owen	Director	November 16, 2020
<u>*</u> Edward J. Roth III	Director	November 16, 2020
<u>*</u> Lisa Roy	Director	November 16, 2020
<u>*</u> Kimberly K. Schaefer	Director	November 16, 2020

\* By: /s/ Michael Crawford  
Michael Crawford

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## Section 2: EX-5.1 (OPINION OF HUNTON ANDREWS KURTH LLP)

Exhibit 5.1



HUNTON ANDREWS KURTH LLP  
FILE NO: 123601.0000001

November 16, 2020

Hall of Fame Resort & Entertainment Company  
2626 Fulton Drive NW  
Canton, Ohio 44718

### Hall of Fame Resort & Entertainment Company Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Hall of Fame Resort & Entertainment Company, a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of a Registration Statement on Form S-1 (the "462(b) Registration Statement"), with the Securities and Exchange Commission (the "Commission") 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-1 (File No. 333-249133) declared effective by the Commission on November 16, 2020 (the "Initial Registration Statement" and together with the 462(b) Registration Statement, the "Registration Statement"). The 426(b) Registration Statement relates to the offer and sale by the Company of up to (i) an additional \$3,750,000 aggregate maximum amount of units of the Company (the "Units"), each Unit consisting of one share of the Company's common stock, par value \$0.0001 per share (the "Common Stock") and one warrant (collectively, the "Warrants") to purchase one share of Common Stock and (ii) an additional \$3,750,000 of shares of Common Stock issuable upon exercise of the Warrants issued under the Units. The Units are to be sold to the underwriter for resale to the public as described in the Registration Statement and pursuant to the underwriting agreement, a form of which is included as an exhibit to the Registration Statement (the "Underwriting Agreement"). Capitalized terms used herein but not otherwise defined have the same meanings provided in the Registration Statement.

The Common Stock will be issued by the Company pursuant to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), and the Warrants will be issued pursuant to the Warrant Agency Agreement, a form of which is included as an exhibit to the Registration Statement (the "Warrant Agreement"), and in each case, sold as set forth in the Registration Statement, the prospectus contained therein (the "Prospectus") and any amendments or supplements thereto.

This opinion letter is being furnished in accordance with the requirements of Item 16 of Form S-1 and Item 601(b)(5)(i) of Regulation S-K.

ATLANTA AUSTIN BANGKOK BEIJING BOSTON BRUSSELS CHARLOTTE DALLAS DUBAI HOUSTON LONDON  
LOS ANGELES MIAMI NEW YORK NORFOLK RICHMOND SAN FRANCISCO THE WOODLANDS TYSONS WASHINGTON, DC  
www.HuntonAK.com

In connection with this opinion letter, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company, certificates of public officials and officers of the Company and such other documents, certificates and records as we have deemed necessary to render the opinions set forth herein, including, among other things, (i) the Certificate of Incorporation, (ii) the Company's Amended and Restated By-Laws, as amended through the date hereof, (iii) the Registration Statement, (iv) resolutions of the Company's Board of Directors, (v) the Warrant Agreement and (vi) a certificate issued by the Secretary of State of the State of Delaware (the "Secretary of State") on the date hereof to the effect that the Company is existing under the laws of the State of Delaware and in good standing (the "Good Standing Certificate").

For purposes of the opinions expressed below, we have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to authentic original documents of all documents submitted to us as certified, electronic or photostatic copies and (v) the due authorization, execution and delivery of all documents by all parties and the validity, binding effect and enforceability thereof on such parties (other than the authorization, execution, delivery and enforceability of certain documents by the Company).

As to factual matters, we have relied upon, and assumed the accuracy of, representations included in the documents submitted to us, upon certificates of officers of the Company and upon certificates of public officials, without independent verification of their accuracy.

Based upon the foregoing and such other information and documents as we have considered necessary for the purposes hereof, and subject to the assumptions, qualifications and limitations stated herein, we are of the opinion that:

1. The Company is a corporation validly existing and in good standing under the laws of the State of Delaware.
  2. The Units have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, the Units will constitute binding obligations of the Company, enforceable against the Company in accordance with their terms.
  3. The Common Stock underlying the Units and issuable upon conversion of the Warrants has been duly authorized and, when and to the extent issued and sold against payment therefor in accordance with the terms of the Underwriting Agreement, the Certificate of Incorporation and, as applicable, the Warrant Agreement, the Common Stock will be validly issued, fully paid and nonassessable.
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4. The Warrants have been duly authorized and, when and to the extent issued and sold against payment therefor in accordance with the terms of the Underwriting Agreement and the Warrant Agreement, the Warrants will constitute binding obligations of the Company, enforceable against the Company in accordance with their terms.

The opinions expressed above are limited to the General Corporation Law of the State of Delaware and the laws of the State of New York in effect on the date hereof. We do not express any opinion as to the laws of any other jurisdiction.

The opinion set forth in paragraph 1 above as to the valid existence and good standing of the Company is based solely upon our review of the Good Standing Certificate.

The opinions set forth in paragraphs 2 and 4 above as to the enforceability of the Warrants are qualified by (i) bankruptcy, insolvency, reorganization, arrangement, moratorium and other laws relating to or affecting the rights of creditors generally, including without limitation fraudulent conveyance or transfer laws (including but not limited to the common law trust fund doctrine and Section 548 of the United States Bankruptcy Code), and preference and equitable subordination laws and principles; (ii) general principles of equity (whether considered in a proceeding at law or in equity) and (iii) concepts of materiality, unconscionability, reasonableness, impracticability or impossibility of performance, good faith and fair dealing.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement and the reference to our firm under the heading "Legal Matters" in the Prospectus and the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion letter is rendered as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein. This opinion letter is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any matters beyond the matters expressly set forth herein.

Very truly yours,

/s/ Hunton Andrews Kurth LLP

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## **Section 3: EX-23.1 (CONSENT OF MARCUM LLP)**

**Exhibit 23.1**

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Hall of Fame Resort & Entertainment Company (the "Company") on Form S-1 pursuant to Rule 462 (b) under the Securities Act of 1933, as amended, of our report dated March 10, 2020, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of HOF Village, LLC and Subsidiaries as of December 31, 2019 and 2018 and for each of the two years in the period ended December 31, 2019, appearing in the Registration Statement of Hall of Fame Resort & Entertainment Company on Form S-1 (File No. 333-249133).

/s/ Marcum LLP

Marcum LLP  
New York, NY  
November 16, 2020

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## **Section 4: EX-23.2 (CONSENT OF MARCUM LLP)**

**Exhibit 23.2**

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Hall of Fame Resort & Entertainment Company on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 10, 2020 with respect to our audits of the consolidated financial statements of Gordon Pointe Acquisition Corp. as of December 31, 2019 and 2018 and for each of the two years in the period ended December 31, 2019, appearing in the Registration Statement of Hall of Fame Resort & Entertainment Company on Form S-1 [File No. 333-249133].

/s/ Marcum LLP

Marcum LLP  
New York, NY  
November 16, 2020

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