

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

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

ROC Energy Acquisition Corp.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

87-2488708
(IRS Employer
Identification No.)

**16400 Dallas Parkway
Dallas, Texas 75248
(972) 392-6180**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of registrant's principal executive offices)

**Daniel Jeffrey Kimes
Chief Executive Officer
16400 Dallas Parkway
Dallas, Texas 75248
(972) 392-6180**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Douglas S. Ellenoff, Esq.
Stuart Neuhauser, Esq.
Lijia Sanchez, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
Telephone: (212) 370-1300**

**David Alan Miller, Esq.
Jeffrey M. Gallant, Esq.
Graubard Miller
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 818-8800**

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-260891**

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, 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 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 being registered | Proposed Maximum Offering Price per Security ⁽¹⁾ | Proposed Maximum Aggregate Offering Price ⁽¹⁾ | Amount of Registration Fee |
|---|-------------------------|---|--|---------------------------------|
| Units, each consisting of one share of Common Stock, \$0.0001 par value, and one Right to receive one-tenth of one share of Common Stock ⁽²⁾ | 3,450,000 Units | \$10.00 | \$34,500,000 | \$3,198.15 |
| Shares of Common Stock, \$0.001 par value, included as part of the Units ⁽³⁾ | 3,450,000 Shares | — | — | — ⁽⁴⁾ |
| Rights included as part of the Units ⁽³⁾ | 3,450,000 Rights | — | — | — ⁽⁴⁾ |
| Shares of Common Stock underlying the Rights included as part of the Units ⁽³⁾ | 345,000 Shares | \$ 10.00 | \$3,450,000 | \$319.82 |
| Total | | | \$37,950,000 | \$3,517.97⁽⁵⁾ |

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered and includes 450,000 units, consisting of 450,000 shares of Class A common stock and 450,000 rights, which may be issued upon exercise of the 45-day option granted to the underwriters to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-260891).

(3) Pursuant to Rule 416(a), there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from share subdivisions, share dividends or similar transactions.

(4) No fee pursuant to Rule 457(g).

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$189,750,000 on its Registration Statement on Form S-1, as amended (File No. 333-260891), which was declared effective by the Securities and Exchange Commission on December 1, 2021. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional number of securities having a proposed maximum offering price of \$37,950,000 is hereby registered.

The 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

This Registration Statement on Form S-1 is being filed with respect to the registration of 3,450,000 additional units of ROC Energy Acquisition Corp., a Delaware corporation (the “Registrant”), each consisting of one share of common stock and one right to receive one-tenth of one share of common stock, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1, including 450,000 units that may be purchased by the underwriters to cover over-allotments, if any. This Registration Statement relates to the Registrant’s Registration Statement on Form [S-1, as amended \(File No. 333-260891\)](#) (the “Prior Registration Statement”), initially filed by the Registrant on November 9, 2021 and declared effective by the Securities and Exchange Commission (the “Commission”) on December 1, 2021. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The Registrant hereby certifies to the Securities and Exchange Commission (the “Commission”) that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business as of December 2, 2021), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than December 2, 2021.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits. All exhibits filed with or incorporated by reference in the Prior Registration Statement are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

| Exhibit Number | Description |
|-----------------------|--|
| 5.1 | Opinion of Ellenoff Grossman & Schole LLP |
| 23.1 | Consent of WithumSmith+Brown PC |
| 23.2 | Consent of Ellenoff Grossman & Schole LLP (included in Exhibit 5.1). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 1st day of December 2021.

ROC Energy Acquisition Corp.

By: /s/ Daniel Jeffrey Kimes
Daniel Jeffrey Kimes
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on December 1, 2021.

| Name | Position |
|---|---|
| <u>/s/ Daniel Jeffrey Kimes</u> Daniel Jeffrey Kimes | Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ Rosemarie Cicalese</u> Rosemarie Cicalese | Chief Financial Officer (Principal Financial and Accounting Officer) |

December 1, 2021

ROC Energy Acquisition Corp.
16400 Dallas Parkway
Dallas, Texas 75248

Re: Registration Statement of ROC Energy Acquisition Corp.

Ladies and Gentlemen:

We have acted as counsel to ROC Energy Acquisition Corp., a Delaware corporation (the “Company”), in connection with the filing by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) of a registration statement on Form S-1 (the “**462(b) Registration Statement**”) for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Act”), the sale by the Company of (i) up to 3,450,000 additional units of the Company (collectively the “**Units**”), with each Unit consisting of one share of common stock of the Company, par value \$0.0001 per share (the “**Common Stock**”) and one right of the Company, each right entitling the holder thereof to receive one-tenth (1/10) of one share of Common Stock (the “**Rights**”), (ii) all shares of Common Stock and all Rights to be issued as part of the Units and (iii) the shares of Common Stock underlying the Rights (the “**Right Shares**”). The 462(b) Registration Statement relates to the Company’s Registration Statement on Form S-1, as amended (File No. 333-260891) (the “**Registration Statement**”) initially filed by the Company with the Commission on November 9, 2021 and declared effective by the Commission on December 1, 2021.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

Based upon the foregoing, we are of the opinion that:

1. Units. When the 462(b) Registration Statement becomes effective under the Act and when the offering is completed as contemplated by the Registration Statement and the 462(b) Registration Statement, such Units will be legally binding obligations of the Company, enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Rights Agreement; and (e) with respect to the Common Stock, we express no opinion to the extent that, notwithstanding its current reservation of shares of Common Stock, future issuances of securities, including the Common Stock, of the Company and/or adjustments to outstanding securities, including the Rights underlying the Units, of the Company may cause the number of shares of Common Stock underlying the Units, including the Common Stock underlying the Rights underlying the Units, to exceed the number that remain authorized but unissued.

2. Common Stock. When the 462(b) Registration Statement becomes effective under the Act and when the offering is completed as contemplated by the Registration Statement and the 462(b) Registration Statement, the shares of Common Stock underlying the Units will be validly issued, fully paid and non-assessable.

3. Rights. When the 462(b) Registration Statement becomes effective under the Act and when the Rights underlying the Units are issued and delivered for as part of the Units, as contemplated by the Registration Statement and the 462(b) Registration Statement, such Rights will be legally binding obligations of the Company enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought; and (d) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Rights Agreement.

4. Right Shares. When the 462(b) Registration Statement becomes effective under the Act and the Right Shares issued and delivered by the Company in accordance with and in the manner described in the Registration Statement and the 462(b) Registration Statement, the Right Shares will be validly issued, fully paid and non-assessable.

Our opinion herein is expressed solely with respect to the Delaware General Corporation Law of the State of Delaware and, as to the Units and the Rights constituting legally binding obligations of the Company, solely with respect to the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the 462(b) Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the 462(b) Registration Statement should the law be changed by legislative action, judicial decision or otherwise. Where our opinions expressed herein refer to events to occur at a future date, we have assumed that there will have been no changes in the relevant law or facts between the date hereof and such future date. Our opinions expressed herein are limited to the matters expressly stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Not in limitation of the foregoing, we are not rendering any opinion as to the compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, to the use of our name as your counsel and to all references made to us in the 462(b) Registration Statement, the Registration Statement and in the prospectus forming a part thereof. In giving this 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 promulgated thereunder.

Very truly yours,

/s/ Ellenoff Grossman & Schole LLP

Ellenoff Grossman & Schole LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated November 8, 2021, relating to the financial statements of ROC Energy Acquisition Corp. appearing in the Registration Statement on Form S-1, File No. 333-260891.

/s/ WithumSmith+Brown, PC

New York, New York
December 1, 2021
