As filed with the Securities and Exchange Commission on November 5, 2026

Registration No. 333-[ ]

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

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

Parabolic Technologies, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**7372**	**85-3118980**
(State or Other Jurisdiction of Incorporation or Organization)	**(Primary Standard Industrial Classification Code No.)**	**(I.R.S. Employer Identification No.)**

435 Ericksen Ave, Suite 250
Bainbridge Island, Washington 98110
Tel: (206) 414-1777
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Joseph Davy
Parabolic Technologies, Inc.
435 Ericksen Ave, Suite 250
Bainbridge Island, Washington 98110
Tel: (206) 414-1777
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Louis Taubman, Esq.
Hunter Taubman Fischer & Li LLC
950 Third Avenue, 19th Floor
New York, New York 10022
Tel: (917) 512-0827

Anthony W. Basch, Esq.
J. Britton Williston, Esq.
Ziqian Wang, Esq.
Kaufman & Canoles P.C.
Two James Center, 14th Floor
1021 East Cary Street
Richmond, Virginia 23219
Tel: +1 (804) 771-5700

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, please 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. ☒ (File No. 333-299744)

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	☐	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. ☐

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the sole purpose of increasing the aggregate number of Units offered by Parabolic Technologies, Inc. (the "Registrant") by 643,382 Units and 360,000 option warrants that the underwriter shall receive pursuant to its exercise of the over-allotment option. The contents of the Registration Statement on Form S-1, as amended (File No. 333-299744) (the "Prior Registration Statement"), filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on November 3, 2026, including all exhibits thereto, are incorporated by reference into this registration statement.

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

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 Filing Fee Table filed as Exhibit 107 to the Prior Registration Statement.

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Hunter Taubman Fischer & Li LLC
23.1	Consent of Marcum, LLP, independent registered public accounting firm for the Company
23.2	Consent of Bush & Associates CPA LLC, independent registered public accounting firm for the Company
23.3	Consent of SingerLewak LLP, independent auditor for ConnectAndSell, Inc.
23.4	Consent of Hunter Taubman Fischer & Li LLC (Included in Exhibit 5.1)
107	Filing Fee Table

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 Bainbridge Island, State of Washington, on November 5, 2026.

PARABOLIC TECHNOLOGIES, INC.

/s/ Joseph Davy
Name: Joseph Davy
Title: Chief Executive Officer

/s/ Dean Ditto
Name: Dean Ditto
Title: Chief Financial Officer

Power of Attorney

Each person whose signature is noted with an asterisk below constitutes and appoints Joseph Davy as attorney-in-fact with full power of substitution, for him or her in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorney and agent may deem necessary or desirable to enable the registrant to comply with the Securities Act, and any rules, regulations, and requirements of the U.S. Securities and Exchange Commission thereunder, in connection with the registration under the Securities Act of securities of the registrant, including, without limitation, the power and authority to sign the name of each of the undersigned in the capacities indicated below to the Registration Statement on Form S-1 (the "Registration Statement") to be filed with the U.S. Securities and Exchange Commission with respect to such securities, to any and all amendments or supplements to such Registration Statement, whether such amendments or supplements are filed before or after the effective date of such Registration Statement, to any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act, and to any and all instruments or documents filed as part of or in connection with such Registration Statement or any and all amendments thereto, whether such amendments are filed before or after the effective date of such Registration Statement; and each of the undersigned hereby ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

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.

Signature	Title	Date
/s/ Joseph Davy Joseph Davy	Chief Executive Officer and Director (Principal Executive Officer)	November 5, 2026
/s/ Dean Ditto Dean Ditto	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 5, 2026
* Paula Boggs	Director	November 5, 2026
* Kent Schofield	Director	November 5, 2026
* Jack Leeney	Director	November 5, 2026
* Mason Ward	Director	November 5, 2026

*By: */s/ Joseph Davy*
Joseph Davy, Attorney-in-Fact

Exhibit 5.1

H | T | F | L

HUNTER TAUBMAN FISCHER & LI LLC

NEW YORK WASHINGTON, D.C. MIAMI

November 5, 2026

Parabolic Technologies, Inc.
435 Ericksen Ave, Suite 250
Bainbridge Island, Washington 98110

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-299744) (as amended or supplemented, the "**Initial Registration Statement**") filed with the Securities and Exchange Commission (the "**Commission**") pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "**462(b) Registration Statement**," and together with the Initial Registration Statement, the "**Registration Statement**"). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering by Parabolic Technologies, Inc., a Delaware corporation (the "**Company**"), of up to (i) 643,382 units (each, a "**Unit**," and, collectively, the "**Units**"), with each Unit consisting of (a) one share (each, a "**Share**," and collectively, the "**Shares**") of Class A common stock, par value $0.0001 per share (the "**Common Stock**"), or one pre-funded warrant to purchase one share of Common Stock in lieu thereof (each, a "**Pre-Funded Warrant**," and, collectively, the "**Pre-Funded Warrants**"), (b) two warrants, each exercisable to purchase one share of Common Stock (each, a "**Warrant**," and, collectively, the "**Warrants**"); (ii) up to 1,286,764 shares of Common Stock issuable upon exercise of the Warrants (the "**Warrant Shares**"); (iii) up to 643,382 shares of Common Stock issuable upon exercise of the Pre-Funded Warrants (the "**Pre-Funded Warrant Shares**"); and (iv) Warrants to purchase 360,000 shares of Common Stock, purchased by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company (the "**Option Warrants**"), and up to 360,000 shares of Common Stock issuable upon exercise of the Option Warrants (the "**Option Warrant Shares**"). The Units are being sold to the underwriter pursuant to an underwriting agreement, dated November 4, 2026, between the Company and Aegis Capital Corp. (the "**Underwriting Agreement**"). The Units, Shares, Pre-Funded Warrants, Warrants, Warrant Shares, Pre-Funded Warrant Shares, Option Warrants and Option Warrant Shares are collectively referred to as the "**Securities**" hereinafter.

A. <u>Opinion Regarding the Validity of the Shares of Common Stock Being Registered</u>

In connection with the opinions expressed in Section A hereof, we have examined and are familiar with the certificate of incorporation and the bylaws of the Company, as each of the same has been amended through the date hereof, and have examined the originals, or copies certified or otherwise identified to our satisfaction, of corporate records, including minute books and resolutions, of the Company. We have also examined the Registration Statement and such statutes and other records, instruments, and documents pertaining thereto that we have deemed necessary to examine for the purposes of this opinion. In our examination, we have assumed the completeness and authenticity of any document submitted to us as an original, the completeness and conformity to the originals of any document submitted to us as a copy, the authenticity of the originals of such copies, the genuineness of all signatures, and the legal capacity and mental competence of natural persons. With respect to certain facts, we have considered it appropriate to rely upon certificates or other comparable documents of public officials and officers or other appropriate representatives of the Company, without investigation or analysis of any underlying data contained therein. This opinion is limited to our review of the Delaware General Corporation Law as currently in effect, and we express no opinion as to the effect of any other law of the State of Delaware or the laws of any other jurisdiction.

On the basis of and in reliance upon the foregoing, we are of the opinion that:

1. The Securities registered under the 462(b) Registration Statement, when and if issued by the Company in the manner described in the 462(b) Registration Statement (in the form declared effective by the Commission) and duly purchased and paid for, will be legally issued, fully paid, and nonassessable.

2. The Pre-Funded Warrant Shares, Warrant Shares and Option Warrant Shares registered under the 462(b) Registration Statement, when and if issued by the Company upon the exercise of the Pre-Funded Warrants, Warrants and Option Warrants, respectively, in accordance with the terms thereof, will be legally issued, fully paid, and nonassessable.

B. Opinion Regarding the Enforceability of the Pre-Funded Warrants, Warrants and Option Warrants

You have also requested our opinion as to the matters set forth below in connection with the enforceability of the Pre-Funded Warrants, Warrants and Option Warrants. For purposes of rendering that opinion, we have examined: (i) the Registration Statement; (ii) the most recent prospectus included in the Registration Statement on file with the Commission as of the date of this opinion letter; (iii) the Underwriting Agreement; (iv) the Pre-Funded Warrants, the Warrants and the Option Warrants; and (v) the records of corporate actions of the Company relating to the Registration Statement, the Underwriting Agreement, the Pre-Funded Warrants, the Warrants and the Option Warrants and matters in connection therewith. We have also made such other investigations as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on certificates of officers of the Company.

We have made the assumptions that are customary in opinion letters of this kind, including, without limitation: (i) that each document submitted to or reviewed by us is accurate and complete; (ii) that each such document that is an original is authentic and each such document that is a copy conforms to an authentic original; (iii) that all signatures on each such document are genuine; (iv) the legal capacity of all natural persons; (v) that each such document, other than the Pre-Funded Warrants, Warrants and Option Warrants with respect to the Company, constitutes a legal, valid, and binding obligation of each party thereto, enforceable against each such party in accordance with its terms; (vi) that there are no documents or agreements by or among any of the parties thereto, other than those referenced in this opinion letter, that could affect the opinion expressed herein and no undisclosed modifications, waivers, or amendments (whether written or oral) to any of the documents reviewed by us in connection with this opinion letter; and (vii) that all parties have complied with all state and federal statutes, rules, and regulations applicable to them relating to the transactions set forth in the Underwriting Agreement, the Pre-Funded Warrants, the Warrants and the Option Warrants. We have further assumed that the Company will not in the future issue, or otherwise make unavailable, such number of shares of Common Stock that there will be an insufficient number of authorized but unissued shares of Common Stock for the issuance pursuant to the exercise of the Pre-Funded Warrants, Warrants and Option Warrants. We have not verified any of the foregoing assumptions.

The opinion expressed in Section B hereof is based on the facts in existence and the laws in effect on the date hereof and is limited to (a) the federal laws of the United States of America, (b) the laws of the State of New York and (c) the Delaware General Corporation Law ("**DGCL**"), that, in either case and based on our experience, are applicable to transactions of the type contemplated by the Underwriting Agreement, the Pre-Funded Warrants, the Warrants and the Option Warrants. Except as expressly set forth in this opinion letter, we are not opining on specialized laws that are not customarily covered in opinion letters of this kind, such as tax, insolvency, antitrust, pension, employee benefit, environmental, intellectual property, banking, consumer lending, insurance, labor, health and safety, anti-money laundering, anti-terrorism, and state securities laws, or on the rules of any self-regulatory organization, securities exchange, contract market, clearing organization, or other platform, vehicle, or market for trading, processing, clearing, or reporting transactions. We are not opining on any other law or the law of any other jurisdiction, including any foreign jurisdiction or any county, municipality, or other political subdivision or local governmental agency or authority.

Based on the foregoing, and subject to the foregoing and the additional qualifications and other matters set forth below, it is our opinion that when the 462(b) Registration Statement becomes effective under the Securities Act, when the offering is completed as contemplated by Underwriting Agreement and the 462(b) Registration Statement, when the Pre-Funded Warrants, Warrants and Option Warrants are duly executed and authenticated in accordance with the Underwriting Agreement, and when the Pre-Funded Warrants, Warrants and Option Warrants are issued, delivered, and paid for, as contemplated by the 462(b) Registration Statement and the Underwriting Agreement, such Pre-Funded Warrants, Warrants and Option Warrants will constitute valid and binding obligations of the Company enforceable in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, orderly liquidation or resolution, fraudulent transfer and conveyance, preference, reorganization, receivership, conservatorship, moratorium, or similar laws affecting the rights and remedies of creditors generally, and by general principles of equity (regardless of whether enforceability is considered in a proceeding in equity or at law), including, but not limited to, principles limiting the availability of specific performance and injunctive relief, and concepts of materiality, reasonableness, good faith, and fair dealing; (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; and (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.

This opinion letter speaks only as of the date hereof, and we assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinion expressed above.

This opinion letter is furnished in connection with the filing of the 462(b) Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this opinion letter may be quoted, circulated, or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter as an exhibit to the 462(b) Registration Statement and to the reference to this firm in the Registration Statement under the caption "Legal Matters." In giving our consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ HUNTER TAUBMAN FISCHER & LI LLC

HUNTER TAUBMAN FISCHER & LI LLC

950 Third Avenue, 19th Floor, New York, NY 10022 | Office: (212) 530-2210 | Fax: (212) 202-6380

Exhibit 23.1

Independent Registered Public Accounting Firm's Consent

We consent to the use in the Registration Statement on Form S-1MEF of our report dated April 15, 2025, except for Note 1 as to which the data is September 12, 2025, relating to the financial statements of Parabolic Technologies, Inc. (f/k/a Banzai International, Inc.) for the year ended December 31, 2024, before the effects of the retrospective adjustments related to the 1-for-20 reverse stock split of Banzai International, Inc.'s Class A and Class B common stock, effective May 8, 2026, and before the effects of the retrospective adjustments related to the 1-for-10 reverse stock split of the Company's Class A and Class B common stock, effective October 27, 2026, as disclosed in Note 1 to the consolidated financial statements and our audit report dated, April 15, 2025 and September 12, 2025, appearing in this Registration Statement.

/s/ Marcum LLP

Marcum LLP

Marlton, New Jersey
November 5, 2026

Exhibit 23.2

Bush & Associates CPA

To Whom It May Concern:

We consent to the incorporation by reference in the Registration Statement on Form S-1MEF filed under Rule 462(b) of Banzai International, Inc. (the "Registrant") of our audit report dated March 31, 2026, except for the Reverse Stock Splits section of Note 1 and the disclosures in Note 19, as to which the date is October 30, 2026 relating to the consolidated financial statements of Banzai International, Inc. as of December 31, 2025 and for the year then ended.

We also consent to the inclusion of the split-adjusted per-share data (including earnings per share, common shares outstanding, and other per-share amounts) for the years ended December 31, 2025 and December 31, 2024, which has been retrospectively adjusted to reflect the effect of the Registrant's 1-for-20 reverse stock split of its Class A and Class B common stock, effective May 8, 2026, and subsequent 1-for-10 reverse stock split of its Class A and Class B common stock, effective October 27, 2026. With respect to the December 31, 2024 split-adjusted per-share data included in the Registration Statement, we consent to our name being referenced in connection with the retrospective split-adjustment calculation applied to the per-share amounts for the year ended December 31, 2024, as presented in the financial statements included in the Registration Statement. We do not assume responsibility for the underlying financial statements for the year ended December 31, 2024 or the audit opinion thereon expressed by the predecessor auditors, and our consent is limited solely to the reverse stock split adjustment impact on the per-share data for that period.

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

Very truly yours,

/s/ Bush & Associates CPA LLC

Bush & Associates CPA LLC (PCAOB 6797)
Las Vegas, Nevada
November 5, 2026

Exhibit 23.3

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Parabolic Technologies, Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated May 18, 2026, relating to the financial statements of ConnectAndSell, Inc., appearing in the Prospectus, which is part of the Registration Statement (No. 333-299744) on Form S-1 declared effective on November 3, 2026.

We also consent to the reference to our firm under the heading “Experts” in such Prospectus.

/s/SingerLewak LLP

San Jose, California
November 5, 2026

Calculation of Filing Fee Tables

S-1

Parabolic Technologies, Inc.

Table 1: Newly Registered and Carry Forward Securities ☐Not Applicable

		Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities													
Fees to be Paid	1	Equity	Units, consisting of	457(a)	643,382	$ 2.72	$ 1,749,999.04	0.000087	$ 152.25				
Fees to be Paid	2	Equity	Common Stock, par value $0.0001 per share ("Common Stock")	457(a)	643,382	$ 0.00	$ 0.00	0.000087	$ 0.00				
Fees to be Paid	3	Equity	Pre-Funded Warrants to purchase shares of Common Stock	457(a)	643,382	$ 0.00	$ 0.00	0.000087	$ 0.00				
Fees to be Paid	4	Equity	Common Stock issuable upon exercise of the Pre-Funded Warrants	457(a)	643,382	$ 0.00	$ 0.00	0.000087	$ 0.00				
Fees to be Paid	5	Equity	Warrants to purchase shares of Common Stock	457(a)	1,646,764	$ 0.00	$ 0.00	0.000087	$ 0.00				
Fees to be Paid	6	Equity	Common Stock issuable upon exercise of the Warrants	457(a)	1,646,764	$ 6.80	$ 11,197,995.20	0.000087	$ 974.23				
Fees Previously Paid													
Carry Forward Securities													
Carry Forward Securities													
				Total Offering Amounts:			$ 12,947,994.24		$ 1,126.48				
				Total Fees Previously Paid:					$ 0.00				
				Total Fee Offsets:					$ 0.00				
				Net Fee Due:					$ 1,126.48				

Offering Note

1

Represents only the additional number of Units being registered and includes 360,000 option warrants that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-299744), as amended. Estimated solely for the purpose of computing the registration fee 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 $70,500,000, which was declared effective by the Securities and Exchange Commission on November 3, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of $12,947,994.24 is hereby registered, which includes the Warrants to purchase 360,000 shares of Common Stock purchased by the underwriters upon exercise of their over-allotment option and the shares of Common Stock issuable upon exercise of such Warrants. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common

Stock of Parabolic Technologies, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of Registrant's Common Stock. (2) Estimated solely for the purpose of calculating the registration fee.

2

Represents only the additional number of Units being registered and includes 360,000 option warrants that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-299744), as amended. Estimated solely for the purpose of computing the registration fee 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 $70,500,000, which was declared effective by the Securities and Exchange Commission on November 3, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of $12,947,994.24 is hereby registered, which includes the Warrants to purchase 360,000 shares of Common Stock purchased by the underwriters upon exercise of their over-allotment option and the shares of Common Stock issuable upon exercise of such Warrants. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common Stock of Parabolic Technologies, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of Registrant's Common Stock. (2) Estimated solely for the purpose of calculating the registration fee.

3

Represents only the additional number of Units being registered and includes 360,000 option warrants that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-299744), as amended. Estimated solely for the purpose of computing the registration fee 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 $70,500,000, which was declared effective by the Securities and Exchange Commission on November 3, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of $12,947,994.24 is hereby registered, which includes the Warrants to purchase 360,000 shares of Common Stock purchased by the underwriters upon exercise of their over-allotment option and the shares of Common Stock issuable upon exercise of such Warrants. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common Stock of Parabolic Technologies, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of Registrant's Common Stock. (2) Estimated solely for the purpose of calculating the registration fee. (3) No separate registration fee required pursuant to Rule 457(g) under the Securities Act.

4

Represents only the additional number of Units being registered and includes 360,000 option warrants that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-299744), as amended. Estimated solely for the purpose of computing the registration fee 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 $70,500,000, which was declared effective by the Securities and Exchange Commission on November 3, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of $12,947,994.24 is hereby registered, which includes the Warrants to purchase 360,000 shares of Common Stock purchased by the underwriters upon exercise of their over-allotment option and the shares of Common Stock issuable upon exercise of such Warrants. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common Stock of Parabolic Technologies, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of Registrant's Common Stock. (2) Estimated solely for the purpose of calculating the registration fee.

5

Represents only the additional number of Units being registered and includes 360,000 option warrants that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-299744), as amended. Estimated solely for the purpose of computing the registration fee 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 $70,500,000, which was declared effective by the Securities and Exchange Commission on November 3, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of $12,947,994.24 is hereby registered, which includes the Warrants to purchase 360,000 shares of Common Stock purchased by the underwriters upon exercise of their over-allotment option and the shares of Common Stock issuable upon exercise of such Warrants. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common Stock of Parabolic Technologies, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of Registrant's Common Stock. (2) Estimated solely for the purpose of calculating the registration fee. (3) No separate registration fee required pursuant to Rule 457(g) under the Securities Act.

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Represents only the additional number of Units being registered and includes 360,000 option warrants that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-299744), as amended. Estimated solely for the purpose of computing the registration fee 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 $70,500,000, which was declared effective by the Securities and Exchange Commission on November 3, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of $12,947,994.24 is hereby registered, which includes the Warrants to purchase 360,000 shares of Common Stock purchased by the underwriters upon exercise of their over-allotment option and the shares of Common Stock issuable upon exercise of such Warrants. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A Common Stock of Parabolic Technologies, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of Registrant's Common Stock. (2) Estimated solely for the purpose of calculating the registration fee. (4) The exercise price of each Warrant is equal to 250% of the offering price per Unit.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer	Form	File	Initial	Filing	Fee	Security	Security	Unsold	Unsold	Fee

		Name	or Filing Type	Number	Filing Date	Date	Offset Claimed	Type Associated with Fee Offset Claimed	Title Associated with Fee Offset Claimed	Securities Associated with Fee Offset Claimed	Aggregate Offering Amount Associated with Fee Offset Claimed	Paid with Fee Offset Source
Rules 457(b) and 0-11(a)(2)												
Fee Offset Claims												
Fee Offset Sources												
Rule 457(p)												
Fee Offset Claims												
Fee Offset Sources												

Table 3: Combined Prospectuses ☑Not Applicable

	Security Type	Security Class Title	Amount of Securities Previously Registered	Maximum Aggregate Offering Price of Securities Previously Registered	Form Type	File Number	Initial Effective Date