

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

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

The Joint Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6794
(Primary Standard Industrial
Classification Code Number)

90-0544160
(I.R.S. Employer
Identification Number)

16767 N. Perimeter Drive, Suite 240
Scottsdale, AZ 85260
(480) 245-5960

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

John B. Richards
Chief Executive Officer
16767 N. Perimeter Drive, Suite 240
Scottsdale, AZ 85260
(480) 245-5960

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

Copies to:

Craig P. Colmar, Esq.
Robin C. Friedman, Esq.
Johnson and Colmar
2201 Waukegan Road, Suite 260
Bannockburn, Illinois 60015
(312) 922-1980

Ivan K. Blumenthal, Esq.
Merav Gershtenman, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and
Popeo, P.C.
666 Third Avenue
New York, New York 10017
(212) 935-3000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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. 333-207632

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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. (Check one).

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

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

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)(2)	Amount of Registration fee(2)(3)
Common Stock, \$0.001 par value per share	\$571,318	\$57.532

- (1) This Registration Statement relates to the Registrant's Registration Statement on Form S-1 (File No. 333-207632), which was declared effective by the Securities and Exchange Commission (the "SEC") on November 19, 2015 (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, the proposed maximum offering price of the remaining securities eligible to be sold under the Prior Registration Statement (\$13,803,680) is carried forward to this Registration Statement and an additional amount of securities having a proposed maximum aggregate offering price of \$571,318 is registered hereby.
- (2) Estimated solely for the purposes of computing the amount of the registration fee in accordance with Rule 457(o) promulgated under the Securities Act of 1933, as amended.
- (3) Previously paid.

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

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share of The Joint Corp., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-207632), which was declared effective by the Commission on November 19, 2015 are incorporated in this registration statement by reference.

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

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 Scottsdale, State of Arizona, on the 19th day of November, 2015.

THE JOINT CORP.

By: /s/ John B. Richards
John B. Richards
Chief Executive Officer

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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John B. Richards</u> John B. Richards	Chief Executive Officer and Director (Principal Executive Officer) and Director	November 19, 2015
<u>/s/ Francis T. Joyce</u> Francis T. Joyce	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	November 19, 2015
* _ John Leonesio	Chairman of the Board and Director	November 19, 2015
* _ James Amos	Director	November 19, 2015
* _ Craig P. Colmar	Director	November 19, 2015
* _ Steven P. Colmar	Director	November 19, 2015
* _ Ronald V. DaVella	Director	November 19, 2015
* _ William R. Fields	Director	November 19, 2015
* _ Richard A. Kerley	Director	November 19, 2015
* _ Bret Sanders	Director	November 19, 2015
* <u>By: /s/ John B. Richards</u> . John B. Richards Attorney-in-fact		

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Johnson and Colmar, counsel to the Registrant, with respect to the legality of securities being registered.
23.1	Consents of EKS&H LLLP, independent registered public accounting firm.
23.2	Consent of Johnson and Colmar (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Company's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on October 27, 2015).

Johnson and Colmar
SUITE 260
2201 WAUKEGAN ROAD
BANNOCKBURN, ILLINOIS 60015
TELEPHONE (312) 922-1980
TELECOPIER (312) 992-9283

Craig P. Colmar

Direct Dial: 847-607-0106
cpcolmar@jocolaw.com

November 19, 2015

The Joint Corp.
16767 N. Perimeter Drive, Suite 240
Scottsdale, AZ 85260

Ladies and Gentlemen:

This opinion is furnished to you in connection with (i) a Registration Statement on Form S-1 (File No. 333-207632) (the "Initial Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and (ii) a Registration Statement on Form S-1 (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statements") to be filed with the Commission pursuant to Rule 462(b) promulgated under the Securities Act. This opinion is being furnished to you in connection with the filing of the 462(b) Registration Statement with the Commission under the Securities Act in which the Company is registering the offer and sale of up to an aggregate of \$571,318 (the "Shares") worth of shares of common stock, \$0.001 par value per share (the "Common Stock"), of The Joint Corp., a Delaware corporation (the "Company").

The Shares are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and among the Company and Feltl and Company, Inc., as representative of the underwriters named in the Underwriting Agreement, the form of which has been filed as Exhibit 1.1 to the Initial Registration Statement.

We are acting as counsel for the Company in connection with the issue and sale by the Company of the Shares. We have examined signed copies of the Registration Statements as filed with the Commission. We have also examined and relied upon the Underwriting Agreement, minutes of meetings of the stockholders and the Board of Directors of the Company as provided to us by the Company, stock record books of the Company as provided to us by the Company, the Certificate of Incorporation and Bylaws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, 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 copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the form of the Underwriting Agreement and the prospectus that forms a part of the Initial Registration Statement and the 462(b) Registration Statement will be validly issued, fully paid and non-assessable.

Johnson and Colmar

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such 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 of the Commission.

Very truly yours

/s/ Craig P. Colmar
Johnson and Colmar

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933 relating to Registration Statement on Form S-1/A (File no. 333-207632) of The Joint Corp. of our report dated October 16, 2015 with respect to the balance sheet of WHB Franchise, Inc. as of December 31, 2014 and the related statements of operations and accumulated deficit, and cash flows for the year then ended. We also consent to the reference to our firm under the heading "Experts" in such Registration Statement.

/s/ EKS&H LLLP

November 19, 2015
Denver, Colorado

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933 relating to Registration Statement on Form S-1/A (File no. 333-207632) of The Joint Corp. of our report dated October 16, 2015 with respect to the balance sheet of Clear Path Ventures, Inc. as of December 31, 2014 and the related statements of operations and accumulated deficit, and cash flows for the year then ended. We also consent to the reference to our firm under the heading "Experts" in such Registration Statement.

/s/ EKS&H LLLP

November 19, 2015
Denver, Colorado

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933 relating to Registration Statement on Form S-1/A (File no. 333-207632) of The Joint Corp. of our report dated March 20, 2015 with respect to the balance sheets of The Joint Corp. as of December 31, 2014 and 2013, and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended. We also consent to the reference to our firm under the heading "Experts" in such Registration Statement.

/s/ EKS&H LLLP

November 19, 2015
Denver, Colorado

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933 relating to Registration Statement on Form S-1/A (File no. 333-207632) of The Joint Corp. of our report dated August 3, 2015 with respect to the balance sheet of First Light Junction, Inc. as of December 31, 2014 and the related statements of operations and accumulated deficit, and cash flows for the year then ended. We also consent to the reference to our firm under the heading "Experts" in such Registration Statement.

/s/ EKS&H LLLP

November 19, 2015
Denver, Colorado

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933 relating to Registration Statement on Form S-1/A (File no. 333-207632) of The Joint Corp. of our report dated May 15, 2015 with respect to the balance sheet of The Joint San Gabriel Valley Group, Inc. as of December 31, 2014 and the related statements of operations, stockholders' deficit, and cash flows for the year then ended. We also consent to the reference to our firm under the heading "Experts" in such Registration Statement.

/s/ EKS&H LLLP

November 19, 2015
Denver, Colorado
