

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

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

INPIXON

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of  
Incorporation or Organization)

88-0434915

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

2479 E. Bayshore Road, Suite 195  
Palo Alto, CA 94303  
Telephone: (408) 702-2167

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

Amended and Restated 2011 Employee Stock Incentive Plan, as amended  
2018 Employee Stock Incentive Plan, as amended  
(Full Title of the Plans)

Nadir Ali  
Chief Executive Officer  
Inpixon

2479 E. Bayshore Road, Suite 195  
Palo Alto, CA 94303  
Telephone: (408) 702-2167

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

Copies to:

Melanie Figueroa, Esq.  
Mitchel Silberberg & Knupp LLP  
437 Madison Avenue, 25th Floor  
New York, New York 10022  
Telephone: (917) 546-7707

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 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	1,155,784 shares (2)	\$ 0.88	\$ 1,017,089.92	\$ 123.27

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover any additional shares of the common stock, par value \$0.001 (the "Common Stock"), of Impixon (the "Registrant") that become issuable under the Amended and Restated 2011 Employee Stock Incentive Plan, as amended (the "2011 Plan") and the 2018 Employee Stock Incentive Plan, as amended (the "2018 Plan") and together with the 2011 Plan, the "Plans"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents the aggregate amount of (i) 155,784 additional shares of Common Stock reserved for future issuance under the 2011 Plan pursuant to the provisions of the 2011 Plan that provide for automatic annual increases in the number of shares available for issuance under the 2011 Plan (the "Annual Increases"), and (ii) 1,000,000 additional shares of Common Stock reserved for future issuance under the 2018 Plan as of April 1, 2019 pursuant to the provisions of the 2018 Plan that provide for automatic quarterly increases in the number of shares available for issuance under the 2018 Plan (the "Quarterly Increases").
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon \$0.88, which is the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on April 17, 2019, which date is a date within five business days of the filing of this Registration Statement.

## EXPLANATORY NOTE

### Registration of Additional Securities

#### **2011 Plan**

The 2011 Plan includes an evergreen provision that provides that the maximum number of shares which may be issued under the 2011 Plan shall automatically increase annually on the first day of each calendar year, beginning on January 1, 2015 and for each year thereafter through January 1, 2021, by 10% of the aggregate number of shares of Common Stock issued by the Registrant in the prior calendar year. On May 2, 2014, February 28, 2017 and April 27, 2018, the Registrant filed with the Securities and Exchange Commission Registration Statements on Form S-8, Registration Nos. 333-195655, 333-216295 and 333-224506, respectively (the "2011 Plan Prior Registration Statements"), relating to shares of the Registrant's Common Stock reserved for issuance under the 2011 Plan. The Registrant is filing this Registration Statement on Form S-8 to register an additional 155,784 shares of the Registrant's Common Stock under the 2011 Plan as a result of the evergreen increase for 2018.

#### **2018 Plan**

The 2018 Plan includes a quarterly evergreen provision that provides that the maximum number of shares which may be issued under the 2018 Plan shall automatically increase on the first day of each calendar quarter, beginning on April 1, 2018 and for each quarter thereafter through October 1, 2028, by a number of shares of Common Stock equal to the least of (i) 1,000,000 shares, (ii) twenty percent (20%) of the outstanding shares on the last day of the immediately preceding calendar quarter, or (iii) such number of shares determined by the administrator of the 2018 Plan (the "Quarterly Increase"). On April 27, 2018 and January 25, 2019, the Registrant filed with the Securities and Exchange Commission Registration Statements on Form S-8, Registration Nos. 333-224506 and 333-229374, respectively (the "2018 Plan Prior Registration Statements" and together with the 2011 Plan Prior Registration Statements, the "Prior Registration Statements"), relating to shares of the Registrant's Common Stock reserved for issuance under the 2018 Plan. The Registrant is filing this Registration Statement on Form S-8 to register an additional 1,000,000 shares of the Registrant's Common Stock under the 2018 Plan as a result of the Quarterly Increase as of April 1, 2019.

In accordance with Instruction E of Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference in this Registration Statement on Form S-8.

Pursuant to the Annual Increases, as of the date of this Registration Statement, the aggregate number of shares of Common Stock issuable under the 2011 Plan is 158,424. Pursuant to the Quarterly Increases, as of the date of this Registration Statement, the aggregate number of shares of Common Stock issuable under the 2018 Plan is 6,316,376.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants of the Plans, as applicable, as specified by Rule 428(b) (1) under the Securities Act. Such documents are not required to be, and are not, filed with the Commission either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission, are incorporated by reference in this Registration Statement:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the Commission on March 28, 2019;
- (b) all other reports filed by the Registrant with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) the description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A (File No. 0001-36404), as filed with the Commission on April 7, 2014, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the filing of this Registration Statement shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement.

#### Item 4. Description of Securities.

Not applicable. The Registrant's Common Stock has been registered under Section 12 of the Exchange Act.

#### Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock being offered under this Registration Statement will be passed upon for the Registrant by Mitchell Silberberg & Knupp LLP, New York, New York ("MSK"). As of the date of this Registration Statement, MSK and certain principals of the firm own securities of the Registrant representing in the aggregate less than five percent of the shares of the Registrant's Common Stock outstanding immediately prior to the filing of this Registration Statement. Although MSK is not obligated to, it may accept shares of the Registrant's Common Stock issued under the Plans in payment for services in the future.

#### Item 6. Indemnification of Directors and Officers.

Unless otherwise stated or the context otherwise requires, the terms "we," "us," "our," and the "Registrant" refer collectively to Inpixon.

The Nevada Revised Statutes provide that we may indemnify our officers and directors against losses or liabilities which arise in their corporate capacity. The effect of these provisions could be to dissuade lawsuits against our officers and directors.

Section 78.7502 of the Nevada Revised Statutes ("NRS") provides that:

(1) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if the person: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person is liable pursuant to NRS 78.138 or did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, or that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

(2) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if the person: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

(3) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections 1 and 2, or in defense of any claim, issue or matter therein, the corporation shall indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

NRS 78.751 provides that:

(1) Any discretionary indemnification pursuant to NRS 78.7502, unless ordered by a court or advanced pursuant to NRS 78.751(2), may be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made: (a) by the stockholders; (b) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; (c) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion; or (d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

(2) The articles of incorporation, the bylaws or an agreement made by the corporation may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. The provisions of this subsection do not affect any rights to advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law.

(3) The indemnification pursuant to NRS 78.7502 and advancement of expenses authorized in or ordered by a court pursuant to this section: (a) does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to NRS 78.7502 or for the advancement of expenses made pursuant to subsection 2, may not be made to or on behalf of any director or officer if a final adjudication establishes that his acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. A right to indemnification or to advancement of expenses arising under a provision of the articles of incorporation or any bylaw is not eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred; and (b) continues for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such a person.

Article X of our Bylaws, as amended, provides that every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Registrant or is or was serving at the request of the Registrant or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise shall be indemnified and held harmless to the fullest extent permissible by the Nevada Revised Statutes from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith, except any expense or payments incurred in connection with any claim or liability established to have arisen out of his own willful misconduct or gross negligence.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits**

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Restated Articles of Incorporation.</a>	S-1	333-190574	3.1	August 12, 2013	
4.2	<a href="#">Certificate of Amendment to Articles of Incorporation (Increase Authorized Shares).</a>	S-1	333-218173	3.2	May 22, 2017	
4.3	<a href="#">Certificate of Amendment to Articles of Incorporation (Reverse Split).</a>	8-K	001-36404	3.1	April 10, 2014	
4.4	<a href="#">Articles of Merger (renamed Sysorex Global).</a>	8-K	001-36404	3.1	December 18, 2015	
4.5	<a href="#">Articles of Merger (renamed Inpixon).</a>	8-K	001-36404	3.1	March 1, 2017	
4.6	<a href="#">Certificate of Amendment to Articles of Incorporation (Reverse Split).</a>	8-K	001-36404	3.2	March 1, 2017	
4.7	<a href="#">Certificate of Amendment to Articles of Incorporation (Increase Authorized Shares).</a>	8-K	001-36404	3.1	February 5, 2018	
4.8	<a href="#">Certificate of Amendment to Articles of Incorporation (Reverse Split).</a>	8-K	001-36404	3.1	February 6, 2018	

4.9	<a href="#">Certificate of Amendment of Articles of Incorporation (Reverse Split).</a>	8-K	001-36404	3.1	November 1, 2018	
4.10	<a href="#">Bylaws, as amended.</a>	S-1	333-190574	3.2	August 12, 2013	
4.11	<a href="#">Specimen Stock Certificate of the Corporation.</a>	S-1	333-190574	4.1	August 12, 2013	
5.1	<a href="#">Opinion of Mitchell Silberberg &amp; Knupp LLP.</a>					X
23.1	<a href="#">Consent of Mitchell Silberberg &amp; Knupp LLP (included in Exhibit 5.1).</a>					X
23.2	<a href="#">Consent of Marcum LLP, Independent Registered Public Accounting Firm.</a>					X
24.1	<a href="#">Power of Attorney (contained on signature page hereto).</a>					X
99.1	<a href="#">Amended and Restated 2011 Employee Stock Incentive Plan.</a>	S-8	333-195655	10.22	May 2, 2014	
99.2	<a href="#">Amendment to Amended and Restated 2011 Employee Stock Incentive Plan.</a>	Schedule 14A	001-36404	Annex A	April 30, 2015	
99.3	<a href="#">Form of Incentive Stock Option Agreement.</a>	8-K	001-36404	10.9	October 27, 2014	
99.4	<a href="#">Form of Non-Qualified Stock Option Agreement.</a>	8-K	001-36404	10.5	October 27, 2014	
99.5	<a href="#">Form of Restricted Stock Award Agreement.</a>	8-K	001-36404	10.6	October 27, 2014	
99.6	<a href="#">2018 Employee Stock Incentive Plan, as amended.</a>	S-8	333-229374	99.1	January 25, 2019	
99.7	<a href="#">2018 Employee Stock Incentive Plan Form of Incentive Stock Option Agreement.</a>	8-K	001-36404	10.1	May 18, 2018	
99.8	<a href="#">2018 Employee Stock Incentive Plan Form of Non-Qualified Stock Option Agreement.</a>	8-K	001-36404	10.2	May 18, 2018	



**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration statement or any material change to such information in this Registration Statement.

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if this Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California on April 19, 2019.

INPIXON

By: /s/ Nadir Ali  
Nadir Ali, Chief Executive Officer

We, the undersigned officers and directors of Inpixon (the "Company"), hereby constitute and appoint Nadir Ali and Wendy Loundermon and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned and in their respective names as an officer/director of the Company, a registration statement on Form S-8 (or other appropriate form) relating to the offer and sale of common stock of the Company pursuant to this Registration Statement and any amendments thereto and file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, and with full power of substitution; hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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 by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Nadir Ali</u> Nadir Ali	Chief Executive Officer and Director (Principal Executive Officer)	April 19, 2019
<u>/s/ Wendy Loundermon</u> Wendy Loundermon	Vice President of Finance (Principal Financial and Accounting Officer)	April 19, 2019
<u>/s/ Leonard Oppenheim</u> Leonard Oppenheim	Director	April 19, 2019
<u>/s/ Kareem Irfan</u> Kareem Irfan	Director	April 19, 2019
<u>/s/ Tanveer Khader</u> Tanveer Khader	Director	April 19, 2019

**EXHIBIT INDEX**

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**Mitchell Silberberg & Knupp llp**

A Law Partnership Including Professional Corporations

April 19, 2019

Board of Directors  
Inpixon  
2479 E. Bayshore Road Suite 195  
Palo Alto, CA 94303

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Inpixon, a Nevada corporation (the "Company"), in connection with the registration, pursuant to a registration statement on Form S-8 (the "Registration Statement") filed on April 19, 2019, of (1) an additional 155,784 shares (the "2011 Plan Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock"), issuable under the Company's Amended and Restated 2011 Employee Stock Incentive Plan, as amended (the "2011 Plan"), and (2) an additional 1,000,000 shares (the "2018 Plan Shares" and, together with the 2011 Plan Shares, the "Shares") of Common Stock, issuable under the Company's 2018 Employee Stock Incentive Plan, as amended (the "2018 Plan" and, together with the 2011 Plan, the "Plans").

For purposes of rendering this opinion, we have examined the Plans, the Registration Statement, the Articles of Incorporation and the Bylaws of the Company, as amended or restated, the proceedings and other actions of the Company that provide for the issuance of the Shares, and such other documents and matters as we have deemed necessary for purposes of rendering this opinion. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons who have executed documents examined by us, the genuineness of all signatures on all documents examined by us, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. In rendering the opinion set forth below, we have assumed that certificates evidencing the Shares will be signed by the authorized officers of the Company and registered by the transfer agent and registrar and will conform to the specimen certificate for the Common Stock. In addition, we have assumed that the resolutions of the Company's Board of Directors or its applicable committee authorizing the Company to issue and deliver the Shares will be in full force and effect at all times at which such Shares are issued and delivered by the Company, and that the Company will take no action inconsistent with such resolutions.

Based upon and subject to the foregoing, it is our opinion that the Shares, when issued, delivered and paid for in accordance with the Plans and in the manner described in the Registration Statement and the related prospectus, will be validly issued, fully paid and non-assessable.

This opinion is opining upon and is limited to the current federal laws of the United States and the Nevada Revised Statutes. We express no opinion with respect to the effect or applicability of the laws of any other jurisdiction. We assume no obligation to revise or supplement this opinion letter should the laws of such jurisdiction be changed after the date hereof by legislative action, judicial decision, or otherwise.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. 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 of 1933, as amended.

Sincerely,

*/s/ MITCHELL SILBERBERG & KNUPP LLP*

MITCHELL SILBERBERG & KNUPP LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Inpixon and Subsidiaries on Form S-8 of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated March 28, 2019, with respect to our audits of the consolidated financial statements of Inpixon and Subsidiaries as of December 31, 2018 and 2017 and for the years ended December 31, 2018 and 2017 appearing in the Annual Report on Form 10-K of Inpixon for the year ended December 31, 2018.

/s/ Marcum llp

Marcum llp  
New York, NY  
April 18, 2019