As filed with the U.S. Securities and Exchange Commission on August 10, 2021.

Registration No. 333-

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

FORM S-1

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CHARDAN NEXTECH ACQUISITION 2 CORP.
(Exact name of registrant as specified in its charter)

Delaware	6770	85-1873463
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

17 State Street, 21st Floor
New York, NY 10004
(646) 465-9000

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

Jonas Grossman
Chief Executive Officer
17 State Street, 21st Floor
New York, NY 10004
(646) 465-9000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Ari Edelman, Esq. **C. Craig Lilly, Esq.** **Reed Smith LLP** **599 Lexington Avenue** **New York, New York** **10022 (212) 521-5400** **(212) 521-5450 — Facsimile**	**Alan I. Annex, Esq.** **Jason T. Simon, Esq.** **Greenberg Traurig, LLP** **1750 Tysons Blvd., Suite 1000** **McLean, VA 22102** **(703) 749-1300** **(703) 749-1301 — Facsimile**

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

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-254010

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, or a smaller reporting 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 Security being registered	Amount Being Registered	Proposed Maximum Offering Price per Security(1)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Units, each consisting of one share of common stock, $0.0001 par value and three-quarters of one redeemable warrant entitling the holder to purchase one share of common stock(2)	1,150,000	$10.00	$11,500,000	$1,254.65
Shares of common stock, $0.0001 par value, included as part of the units(3)	1,150,000	—	—	—(4)
Redeemable warrants included as part of the units(3)	862,500	—	—	—(4)
Shares of common stock underlying the redeemable warrants included as part of the units	862,500	11.50	9,918,750	1,082.14(5)
Total			$21,418,750.00	$2,336.79(6)

(1) Estimated solely for the purpose of calculating the registration fee.
(2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-254010).
(3) Pursuant to Rule 416 under the Securities Act, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from share sub-divisions, share dividends or similar transactions.
(4) No fee pursuant to Rule 457(g) under the Securities Act.
(5) Calculated pursuant to Rule 457(g), based on the exercise price of the warrants.
(6) The Registrant previously registered securities having a proposed maximum aggregate offering price of $115,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-254010), which was declared effective by the Securities and Exchange Commission on August 10, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of $11,500,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

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 by Chardan NexTech Acquisition 2 Corp., a Delaware corporation (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-254010) (the "Prior Registration Statement"), initially filed by the Registrant on March 8, 2021 and declared effective by the Securities and Exchange Commission on August 10, 2021. This Registration Statement covers the registration of an additional 1,150,000 of the Registrant's units, each consisting of one share of common stock, $0.001 par value per share, and three-quarters of one warrant, each whole warrant entitling the holder thereof to purchase one share of common stock. 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 August 11, 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 August 11, 2021.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* The following exhibits are filed as part of this registration statement:

Exhibit No.	**Description**
5.1	Opinion of Reed Smith LLP.
23.1	Consent of WithumSmith+Brown, PC.
23.2	Consent of Reed Smith LLP. (included in Exhibit 5.1)
24	Power of Attorney (included on the signature page to the Registrant's Prior Registration Statement (File No. 333-254010) filed on March 8, 2021).

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 the City of New York, State of New York, on the 10th of August, 2021.

CHARDAN NEXTECH ACQUISITION 2 CORP.

By: /s/ Jonas Grossman
Name: Jonas Grossman
Title: Chief Executive Officer

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

Name	Position	Date
/s/ Jonas Grossman Jonas Grossman	Chief Executive Officer, President, Secretary, Treasurer and Director (Principal executive officer)	August 10, 2021
/s/ Alex Weil Alex Weil	Chief Financial Officer (Principal financial and accounting officer)	August 10, 2021

Exhibit 5.1

ReedSmith
Driving progress
through partnership

Reed Smith LLP
599 Lexington Avenue
22nd Floor
New York, NY, 10022
+1 212 521 5400
Fax +1 212 521 5450
reedsmith.com

August 10, 2021

Chardan NexTech Acquisition 2 Corp.
17 State Street, 21st Floor
New York, NY 10004

Ladies and Gentlemen:

We have acted as counsel to Chardan NexTech Acquisition 2 Corp., a Delaware corporation (the "**Company**"), in connection with the Registration Statement on Form S-1 (File No. 333-254010) (such registration statement, as amended through the date hereof, the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities A**ct"), relating to the offer and sale by the Company (the "**Offering**") of (a) up to 12,650,000 units of the Company (the "**Units**") (including up to 1,650,000 Units subject to the underwriters' option to purchase additional Units), each such Unit consisting of one share of common stock of the Company, par value $0.0001 per share (the "**Common Stock**"), and three-quarters of one redeemable warrant of the Company (each whole warrant, a "**Warrant**"), each Warrant exercisable for the purchase of one share of Common Stock, as set forth in the prospectus included in the Registration Statement (the "**Prospectus**"), and (b) all shares of Common Stock and all Warrants, in each case, issued as part of the Units, and (c) all shares of Common Stock underlying the Warrants (the "**Warrant Shares**"). The term "Units" also includes any additional Units (and the underlying securities) that may be issued by the Company pursuant to Rule 462(b) under the Securities Act in connection with the Offering.

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have reviewed originals or copies of the Registration Statement, the Prospectus, the certificate of incorporation and bylaws of the Company, as amended through the date hereof (the "**Organizational Documents**"), the form of warrant agreement (the "**Warrant Agreement**") proposed to be entered into by the Company and Continental Stock Transfer & Trust Company, as warrant agent (the "**Warrant Agent**") that is filed as Exhibit 4.4 to the Registration Statement, and the form of Unit certificate filed as Exhibit 4.1 to the Registration Statement (together with the Warrant Agreement the "**Transaction Documents**"), and such other corporate records, agreements and documents of the Company, certificates or comparable documents of public officials and officers of the Company and have made such other investigations as we have deemed necessary as a basis for the opinions set forth below.

In rendering the opinion set forth below, we have assumed:

a. the genuineness of all signatures;

b. the legal capacity of natural persons;

c. the authenticity of all documents submitted to us as originals;

d. the conformity to original documents of all documents submitted to us as duplicates or conformed copies;

e. as to matters of fact, the truthfulness of the representations made in certificates or comparable documents of public officials and officers of the Company;

f. the board of directors of the Company or a duly constituted and acting committee of such board of directors will have taken all action necessary to set the public offering price of the Units;

g. with respect to the issuance of the Common Stock, the amount of valid consideration paid in respect of such Common Stock will equal or exceed the par value of such Common Stock; and

h. neither the execution and delivery by the Company of the Transaction Documents nor the performance by the Company of its obligations thereunder, including the issuance and sale of the Units, Warrants, and Warrant Shares (i) conflicts or will conflict with the Organizational Documents, (ii) constitutes or will constitute a violation of, or a default under, any lease, indenture, instrument or other agreement to which the Company or its property is subject, (iii) contravenes or will contravene any order or decree of any governmental authority to which the Company or its property is subject, or (iv) violates or will violate any law, rule or regulation to which the Company or its property is subject (except that we do not make the assumption set forth in this clause (iv) with respect to the Opined-on Law (as defined below)).

We have not independently established the validity of the foregoing assumptions.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that:

1. The Units, when issued and sold by the Company in the manner contemplated in the Registration Statement and Prospectus against payment therefor, and assuming the due authorization, execution and delivery of the Units by Continental Stock Transfer & Trust Company, as transfer agent, will constitute the legal, valid, and binding obligations of the Company, enforceable against the Company in accordance with their terms under the laws of the State of New York, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith, and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

2. The Common Stock included in the Units, when the Units are issued and sold by the Company in the manner contemplated in the Registration Statement and Prospectus, against payment therefor, will be validly issued, fully paid, and nonassessable.

3. The Warrants included in the Units, when the Units are issued and sold by the Company in the manner contemplated in the Registration Statement and Prospectus against payment therefor, and assuming the due authorization, execution and delivery of such Warrants by the Warrant Agent, will constitute the legal, valid, and binding obligations of the Company, enforceable against the Company in accordance with their terms, under the laws of the State of New York, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

4. The Common Stock issuable upon exercise of the Warrants, assuming the due authorization, execution and delivery of such Warrants by each of the Company and the Warrant Agent, in accordance with the Warrant Agreement, will be validly issued, fully paid, and nonassessable.

The opinions stated herein are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) public policy considerations which may limit the rights of parties to obtain certain remedies, (ii) any requirement that a claim with respect to any security denominated in other than U.S. dollars (or a judgment denominated in other than U.S. dollars in respect of such claim) be converted into U.S. dollars at a rate of exchange prevailing on a date determined in accordance with applicable law, (iii) any provision waiving the right to object to venue in any court; (iv) any agreement to submit to the jurisdiction of any federal court; and (v) governmental authority to limit, delay or prohibit the making of payments outside of the United States or in a foreign currency or currency unit.

Our opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware (collectively, the "**Opined-on Law**") and we do not express any opinion herein concerning any other law. This opinion letter speaks only as of its date.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/REED SMITH LLP
REED SMITH LLP

Exhibit 23.1

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 June 4, 2021, relating to the financial statements of Chardan NextTech Acquisition 2 Corp. appearing in the Registration Statement on Amendment No. 7 to Form S-1, File No. 333-254010.

/s/ WithumSmith+Brown, PC

New York, New York
August 10, 2021