

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SATELLOGIC INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(Jurisdiction of Incorporation
or Organization)

6770
(Primary Standard Industrial
Classification Code Number)

98-1845974
(I.R.S. Employer
Identification Number)

**210 Delburg Street
Davidson, NC 28036
(704) 894-4482**

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

**Rick Dunn
Satellogic Inc.
Chief Financial Officer
210 Delburg Street
Davidson, NC 28036
(704) 894-4482**

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

Copies to:

**Zachary Davis
King & Spalding LLP
1180 Peachtree Street, NE
Suite 1600
Atlanta, GA 30309
(404) 572-4600**

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

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, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-283719)

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, 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

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.

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

EXPLANATORY NOTE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV(A) of Form S-3, the registrant is filing this Registration Statement on Form S-3 to register the offer and sale of an additional \$6,098,830.80, or the equivalent thereof, of its shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"). This Registration Statement relates to the registrant's Registration Statement on Form S-3 (File No. 333-283719) (the "Prior Registration Statement"), initially filed on March 26, 2025 and declared effective by the Securities and Exchange Commission on March 31, 2025. The required opinion and consents are filed herewith. The additional amount of Class A Common Stock that is being registered for offer and sale represents no more than 20% of the maximum aggregate offering price of the remaining Class A Common Stock available to be sold under the Prior Registration Statement. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

Exhibit Index

Exhibit Number	Description
5.1	Opinion of King & Spalding LLP
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of King & Spalding LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of the Registrant's Registration Statement on Form S-3 (File No. 333-283719) declared effective on March 31, 2025 and incorporated by reference herein)
107	Filing Fees Table

January 26, 2026

Satellogic Inc.

210 Delburg Street
Davidson, NC 28036

Ladies and Gentlemen:

We have acted as counsel for Satellogic Inc., a Delaware corporation (the "Company"), in connection with the (i) post-effective amendment on Form S-3 to the registration statement on Form F-3 filed by the Company (File No. 333-283719), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on March 26, 2025 and declared effective by the Commission on March 31, 2025 (the "Initial Registration Statement") and (ii) related Registration Statement on Form S-3 to be 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") to register the offer and sale of an additional \$6,098,830.80 of the Company's Class A common stock, par value \$0.0001 per share (the "Class A Common Stock").

In our capacity as such counsel, we have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such records, agreements, certificates and other documents as we have deemed necessary or appropriate to enable us to render the opinions hereinafter expressed. In making such examination and in rendering the opinions set forth below, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion letter, we have relied, without independent verification, upon statements and representations of representatives of the Company and public officials.

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

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that any shares of Class A Common Stock, when (i) the terms of their issuance and sale, and all related matters, have been duly authorized and established by all necessary corporate action and (ii) such shares of Class A Common Stock have been duly delivered to the purchasers thereof upon the payment of the consideration therefor (which consideration is not less than the par value of the Class A Common Stock), will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the federal laws of the United States of America, the laws of the State of New York and the Delaware General Corporation Law, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur, which could affect the opinions contained herein. This opinion is being rendered for the benefit of the Company in connection with the matters addressed herein.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus that forms a part thereof. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ King & Spalding LLP

Consent of Independent Registered Public Accounting

We consent to the incorporation by reference in the Registration Statement on this Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 26, 2025, with respect to the consolidated financial statements of Satellogic Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Charlotte, North Carolina
January 26, 2026

