

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ADMA BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

56-2590442

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

**465 State Route 17
Ramsey, New Jersey**

(Address of Principal Executive Offices)

07446

(Zip Code)

AMENDED AND RESTATED ADMA BIOLOGICS, INC. 2014 OMNIBUS INCENTIVE COMPENSATION PLAN
(Full title of the plan)

**Adam S. Grossman
President and Chief Executive Officer
ADMA Biologics, Inc.
465 State Route 17
Ramsey, New Jersey 07446
(201) 478-5552**

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

**David C. Schwartz, Esq.
Morgan, Lewis & Bockius LLP
502 Carnegie Center
Princeton, New Jersey 08540
(609) 919 6600**

(With copies to)

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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company
(Do not check if a smaller reporting 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 securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.0001 par value per share	2,372,734	\$2.770	\$6,572,473.18	\$854

(1) 2,372,734 shares of common stock, \$0.0001 par value per share (“Common Stock”), of ADMA Biologics, Inc. (the “Registrant”) were automatically added to the shares authorized for issuance under the Amended and Restated ADMA Biologics, Inc. 2014 Omnibus Incentive Compensation Plan (the “2014 Plan”), on January 1, 2020 pursuant to an “evergreen” provision contained in the 2014 Plan. Pursuant to such provision, on January 1 of each year through 2022, the number of shares authorized for issuance under the 2014 Plan is automatically increased by a number equal to 4% of the outstanding shares of Common Stock as of the end of the Registrant’s immediately preceding fiscal year, or any lesser number of shares of Common Stock determined by the board of directors of the Registrant. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 also covers an indeterminate number of shares of Common Stock which may be offered or issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Capital Market on April 9, 2020. Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the additional securities registered on this Form S-8 only.



EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an additional 2,372,734 shares of common stock, \$0.0001 par value per share (the “Common Stock”), of ADMA Biologics, Inc. (the “Registrant”) that were added to the shares authorized for issuance under the Amended and Restated ADMA Biologics, Inc. 2014 Omnibus Incentive Compensation Plan (the “2014 Plan”) pursuant to an “evergreen” provision contained in the 2014 Plan, for which Registration Statements on Form S-8 relating to the same employee benefit plan are effective. Pursuant to the evergreen provision, on January 1 of each year through 2022, the number of shares authorized for issuance under the 2014 Plan is automatically increased by a number equal to 4% of the outstanding shares of Common Stock as of the end of the Registrant’s immediately preceding fiscal year, or any lesser number of shares of Common Stock determined by the board of directors of the Registrant.

The Registrant previously filed the Registration Statements on Form S-8 (File Nos. 333-229921, 333-224492, 333-220058 and 333-204590) on February 27, 2019, April 27, 2018, August 18, 2017 and May 29, 2015, respectively, with the Securities and Exchange Commission (the “Commission”) to register an aggregate of 7,266,788 shares of Common Stock that were authorized for issuance under the 2014 Plan (collectively, the “Prior Registration Statements”). Upon the effectiveness of this Registration Statement, an aggregate of 9,639,522 shares of Common Stock will be registered for issuance from time to time under the 2014 Plan. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the Prior Registration Statements are presented herein.

INCORPORATION BY REFERENCE

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements, with respect to securities offered pursuant to the 2014 Plan, are hereby incorporated by reference.

The following documents previously filed by the Registrant with the Commission are incorporated herein by reference and shall be deemed to be a part hereof:

- (1) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Commission on March 13, 2020;
- (2) The Registrant’s Current Reports on Form 8-K filed with the Commission on January 7, 2020, February 7, 2020, February 11, 2020 (two reports), February 24, 2020, March 5, 2020, March 20, 2020 and April 3, 2020 (provided that any portions of such reports that are deemed furnished and not filed pursuant to instructions to Form 8-K shall not be incorporated by reference into this Registration Statement); and
- (3) The description of Common Stock set forth in the Registrant’s Registration Statement on Form 8-A12B filed with the Commission on November 5, 2014 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

In addition, all documents that the Registrant files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement (except for any portions of the Registrant’s Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission), but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

For purposes of this Registration Statement, any document or statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such document or statement in such document. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

See the exhibit index below, which is incorporated by reference herein.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
5.1	<u>Opinion of Morgan, Lewis and Bockius LLP, counsel for the Registrant, regarding the legality of the shares of Common Stock being registered on this Registration Statement (filed herewith).</u>
10.1	<u>Amended and Restated ADMA Biologics, Inc. 2014 Omnibus Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-8 filed on August 18, 2017).</u>
23.1	<u>Consent of Morgan, Lewis and Bockius LLP (contained in Exhibit 5.1).</u>
23.2	<u>Consent of CohnReznick LLP, the Registrant's Independent Registered Public Accounting Firm (filed herewith).</u>
24.1	Power of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Ramsey, State of New Jersey, on this 13th day of April, 2020.

ADMA Biologics, Inc.
(Registrant)

By: /s/ Brian Lenz
Name: Brian Lenz
Title: Executive Vice President and Chief Financial Officer

KNOW BY ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adam S. Grossman and Brian Lenz, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 (this "Registration Statement") and any registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratify and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the date listed below.

Signature	Capacity	Date
<u>/s/ Adam S. Grossman</u> Adam S. Grossman	President and Chief Executive Officer, Director (Principal Executive Officer)	April 13, 2020
<u>/s/ Brian Lenz</u> Brian Lenz	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 13, 2020
<u>/s/ Steven A. Elms</u> Steven A. Elms	Chairman of the Board of Directors	April 13, 2020
<u>/s/ Dr. Jerrold B. Grossman</u> Dr. Jerrold B. Grossman	Vice Chairman of the Board of Directors	April 13, 2020
<u>/s/ Bryant E. Fong</u> Bryant E. Fong	Director	April 13, 2020
<u>/s/ Dov A. Goldstein, M.D.</u> Dov A. Goldstein, M.D.	Director	April 13, 2020
<u>/s/ Lawrence P. Guiheen</u> Lawrence P. Guiheen	Director	April 13, 2020

Morgan Lewis

April 13, 2020

ADMA Biologics, Inc.
465 State Route 17
Ramsey, NJ 07446

RE: ADMA Biologics, Inc., Registration Statement on Form S-8 Filed on April 13, 2020

Ladies and Gentlemen:

We have acted as counsel to ADMA Biologics, Inc., a Delaware corporation (the “Company”), in connection with the filing of the referenced Registration Statement (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), with the Securities and Exchange Commission (the “SEC”) on the date hereof. The Registration Statement relates to the registration by the Company of the offer and sale of 2,372,734 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), which may be issued under the Company’s Amended and Restated 2014 Omnibus Incentive Compensation Plan (the “Plan”).

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Amended and Restated Certificate of Incorporation of the Company, as amended to date (ii) the Amended and Restated Bylaws of the Company, as amended to date, (iii) certain resolutions of the Company’s Board of Directors relating to the Registration Statement, (iv) the Plan, and (v) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinions as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company. We have also obtained and relied upon such certificates and assurances from public officials as we have deemed necessary for the purposes of our opinions set forth below.

Subject to the foregoing and the other matters set forth herein, we are of the opinion, as of the date hereof, that the Shares have been duly authorized by the Company and, when issued by the Company in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable.

Morgan, Lewis & Bockius LLP

101 Park Avenue
New York, NY 10178-0060
United States

📞 +1.212.309.6000
📠 +1.212.309.6001

The opinions expressed herein are limited to the federal laws of the United States and the Delaware General Corporation Law.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the SEC thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of ADMA Biologics, Inc. on Form S-8 of our report, dated March 12, 2020 with respect to the consolidated financial statements of ADMA Biologics, Inc. and subsidiaries as of December 31, 2019 and 2018 and for the years then ended and our report dated March 12, 2020 with respect to the effectiveness of internal control over financial reporting of ADMA Biologics, Inc. and subsidiaries as of December 31, 2019, included in the Annual Report on Form 10-K of ADMA Biologics, Inc. for the year ended December 31, 2019.

/s/ CohnReznick LLP

Roseland, New Jersey
April 13, 2020