

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 21, 2020

**ADMA BIOLOGICS, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-36728

(Commission  
File Number)

56-2590442

(IRS Employer  
Identification No.)

465 State Route 17, Ramsey, New Jersey

(Address of principal executive offices)

07446

(Zip Code)

Registrant's telephone number, including area code: (201) 478-5552

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	ADMA	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On February 21, 2020, ADMA Biologics, Inc., a Delaware corporation (the “Company”), announced that it has completed the sale of 3,525,000 shares of common stock, \$0.0001 par value per share (the “Common Stock”), pursuant to the exercise of the Underwriters’ (as defined below) option to purchase shares of Common Stock (the “Option Exercise”) pursuant to Section 2 of the Underwriting Agreement entered into by and among the Company and the underwriters, for which Morgan Stanley & Co. LLC and Jefferies LLC acted as representatives (the “Underwriters”). The Company received gross proceeds of approximately \$12.3 million before deducting the underwriting discounts and commissions and estimated fees and expenses payable by the Company in connection with the Option Exercise. Morgan Stanley & Co. LLC and Jefferies LLC acted as joint book-running managers for the offering.

A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion of Morgan, Lewis &amp; Bockius LLP.</a>
23.1	<a href="#">Consent of Morgan, Lewis &amp; Bockius LLP (included in Exhibit 5.1).</a>
99.1	<a href="#">Press Release of the Company, dated February 24, 2020.</a>

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

February 24, 2020

ADMA Biologics, Inc.

By: /s/ Brian Lenz

Name: Brian Lenz

Title: Executive Vice President and Chief Financial Officer

# Morgan Lewis

February 21, 2020

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

Re: ADMA Biologics, Inc., Registration Statement on Form S-3 (File No. 333-234107)

Ladies and Gentlemen:

We have acted as counsel for ADMA Biologics, Inc., a Delaware corporation (the “Company”), in connection with the offering and sale by the Company of 3,525,000 shares (the “Option Shares”) of common stock, \$0.0001 par value per share, of the Company (the “Common Stock”) pursuant to the exercise of the underwriters’ option pursuant to Section 2 of that certain Underwriting Agreement, dated February 6, 2020, by and among the Company and Morgan Stanley & Co. LLC and Jefferies LLC, as representatives of the several underwriters named therein (the “Underwriting Agreement”).

In connection with this opinion letter, we have examined the Company’s registration statement on Form S-3 (Registration No. 333-234107) (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 Act”), which was declared effective on October 15, 2019, the Prospectus Supplement, dated February 6, 2020 (the “Prospectus Supplement”) and the accompanying base prospectus dated October 15, 2019 (the “Base Prospectus”) and originals, or copies certified or otherwise identified to our satisfaction, of the Second Amended and Restated Certificate of Incorporation, as amended, the Amended and Restated Bylaws of the Company, the Underwriting Agreement, and 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.

Based upon the foregoing, we are of the opinion that the Option Shares, when issued and sold by the Company and delivered by the Company against receipt of the purchase price therefor, in the manner contemplated by the Prospectus Supplement and the Underwriting Agreement will be validly issued, fully paid and non-assessable.

Our opinion is limited solely to the Delaware General Corporation Law without regard to choice of law, to the extent that the same may apply to or govern the transactions contemplated by the Registration Statement. We express no opinion as to the effect of events occurring, circumstances arising, or changes of law becoming effective or occurring, after the date hereof on the matters addressed in this opinion.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to us under the caption “Legal Matters” in the Prospectus Supplement. 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 Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

**Morgan, Lewis & Bockius LLP**

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**ADMA Biologics Announces Closing of Full Exercise of Underwriters' Option to Purchase Additional Shares in Connection with Its Public Offering of Common Stock**

**RAMSEY, NJ and BOCA RATON, FL, February 24, 2020** -- ADMA Biologics, Inc. (Nasdaq: ADMA) ("ADMA"), an end-to-end commercial biopharmaceutical company dedicated to manufacturing, marketing and developing specialty plasma-derived biologics for the treatment of immunodeficient patients at risk for infection and others at risk for certain infectious diseases, today announced the closing of the issuance of an additional 3,525,000 shares of its common stock at a public offering price of \$3.50 per share. The shares were issued pursuant to the full exercise of the underwriters' over-allotment option in connection with ADMA's previously announced underwritten public offering of 23,500,000 shares of its common stock. The gross proceeds from the exercise of the over-allotment option were approximately \$12.3 million, bringing the total gross proceeds to ADMA from the offering to approximately \$94.6 million, before deducting underwriting discounts and commissions and other estimated offering expenses.

ADMA intends to use the net proceeds from this offering (i) for the procurement of raw materials for the manufacturing of BIVIGAM and ASCENIV; (ii) to support the ongoing commercial sales of BIVIGAM and ASCENIV; (iii) to expand the manufacturing capacity of its Boca Facility, including supply chain functions, and enhance the robustness of its supply chain oversight; (iv) to expand its plasma collection facility network; (v) for research and development and business development opportunities; and (vi) for general corporate purposes and other capital expenditures.

Morgan Stanley and Jefferies LLC acted as joint book-running managers for the offering. Oppenheimer & Co. Inc. acted as co-manager for the offering.

The offering was made only by means of a prospectus supplement and accompanying prospectus forming part of a "shelf" registration statement on Form S-3 (File No. 333-234107) previously filed with the Securities and Exchange Commission ("SEC") on October 4, 2019, and declared effective by the SEC on October 15, 2019. The final prospectus supplement and the accompanying prospectus relating to the offering was filed with the SEC and is available on the SEC's website at [www.sec.gov](http://www.sec.gov). Electronic copies of the final prospectus supplement and the accompanying prospectus relating to the offering may be obtained from Morgan Stanley & Co. LLC, 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department, or from Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022; by phone at (877) 821-7388; or by e-mail at [Prospectus\\_Department@Jefferies.com](mailto:Prospectus_Department@Jefferies.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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## **About ADMA Biologics, Inc. (ADMA)**

ADMA Biologics is an end-to-end commercial biopharmaceutical company dedicated to manufacturing, marketing and developing specialty plasma-derived biologics for the treatment of immunodeficient patients at risk for infection and others at risk for certain infectious diseases. ADMA currently manufactures and markets three United States Food and Drug Administration (FDA) approved plasma-derived biologics for the treatment of immune deficiencies and the prevention of certain infectious diseases: BIVIGAM® (immune globulin intravenous, human) for the treatment of primary humoral immunodeficiency (PI); ASCENIV™ (immune globulin intravenous, human – slra 10% liquid) for the treatment of PI; and NABI-HB® (hepatitis B immune globulin, human) to provide enhanced immunity against the hepatitis B virus. ADMA's mission is to manufacture, market and develop specialty plasma-derived, human immune globulins targeted to niche patient populations for the treatment and prevention of certain infectious diseases and management of immune compromised patient populations who suffer from an underlying immune deficiency, or who may be immune compromised for other medical reasons. ADMA has received U.S. Patents: 9,107,906, 9,714,283, 9,815,886, 9,969,793 and 10,259,865 related to certain aspects of its products and product candidates.

## **Cautionary Note Regarding Forward-Looking Statements**

*This press release contains “forward-looking statements” pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, about ADMA Biologics, Inc. (“we,” “our” or the “Company”). Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate, or imply future results, performance or achievements, and may contain such words as “estimate,” “project,” “intend,” “forecast,” “target,” “anticipate,” “plan,” “planning,” “expect,” “believe,” “will,” “is likely,” “will likely,” “should,” “could,” “would,” “may,” or, in each case, their negative, or words or expressions of similar meaning. These forward-looking statements include statements about the offering and ADMA's intended use of proceeds generated from the offering. Actual events or results may differ materially from those described in this document due to a number of important factors. Current and prospective security holders are cautioned that there also can be no assurance that the forward-looking statements included in this press release will prove to be accurate. Except to the extent required by applicable laws or rules, ADMA does not undertake any obligation to update any forward-looking statements or to announce revisions to any of the forward-looking statements. Forward-looking statements are subject to many risks, uncertainties and other factors that could cause our actual results, and the timing of certain events, to differ materially from any future results expressed or implied by the forward-looking statements, including, but not limited to, risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the public offering and the risks and uncertainties described in our filings with the U.S. Securities and Exchange Commission, including our most recent reports on Form 10-K, 10-Q and 8-K, and any amendments thereto.*

## **COMPANY CONTACT:**

Brian Lenz

Executive Vice President and Chief Financial Officer | 201-478-5552 | [www.admabiologics.com](http://www.admabiologics.com)

## **INVESTOR RELATIONS CONTACT:**

Sam Martin

Managing Director, Argot Partners | 212-600-1902 | [sam@argotpartners.com](mailto:sam@argotpartners.com)