

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.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an additional 7,832,552 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 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. 333-254770, 333-237658, 333-229921, 333-224492, 333-220058 and 333-204590) on March 26, 2021, April 13, 2020, 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 13,130,656 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 20,963,208 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, 2020](#), filed with the Commission on March 25, 2021;
  - (2) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2021](#), [June 30, 2021](#) and [September 30, 2021](#), filed with the Commission on May 12, 2021, August 11, 2021 and November 10, 2021, respectively.
  - (3) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 4, 2021](#), [January 26, 2021](#), [February 1, 2021](#), [February 3, 2021](#), [March 2, 2021](#), [April 28, 2021](#), [May 28, 2021 \(first filing\)](#), [May 28, 2021 \(second filing\)](#), [June 14, 2021](#), [July 20, 2021](#), [July 27, 2021](#), [August 12, 2021](#), [August 16, 2021](#), [August 17, 2021](#), [September 3, 2021](#), [October 1, 2021](#), [October 18, 2021](#), [October 20, 2021](#), [October 21, 2021](#), [October 25, 2021](#), [November 16, 2021](#), [December 9, 2021](#), [December 21, 2021](#), and [January 18, 2022](#) (provided that any portions of such report 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
  - (4) The description of Common Stock set forth in Exhibit 4.11 to the Registrant’s Annual Report on Form 10-K filed with the Commission on [March 25, 2021](#) 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.
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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.

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## EXHIBITS

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
<a href="#">4.1</a>	Rights Agreement, dated as of December 20, 2021, by and between ADMA Biologics, Inc. and Continental Stock Transfer and Trust Company, as rights agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on December 21, 2021).
<a href="#">5.1</a>	Opinion of Morgan, Lewis and Bockius LLP, counsel for the Registrant, regarding the legal validity of the shares of Common Stock being registered on this Registration Statement (filed herewith).
<a href="#">10.1</a>	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).
<a href="#">23.1</a>	Consent of Morgan, Lewis and Bockius LLP (contained in Exhibit 5.1).
<a href="#">23.2</a>	Consent of CohnReznick LLP, the Registrant's Independent Registered Public Accounting Firm (filed herewith).
<a href="#">24.1</a>	Power of Attorney (included on signature page).
<a href="#">107</a>	Filing Fee Exhibit

## 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 7<sup>th</sup> day of March, 2022.

**ADMA Biologics, Inc.**  
(Registrant)

By: /s/ Brian Lenz

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Name: Brian Lenz

Title: Executive Vice President and Chief Financial Officer

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KNOW BY ALL PERSONS 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.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ Adam S. Grossman</u> Adam S. Grossman	President and Chief Executive Officer, Director (Principal Executive Officer)	March 7, 2022
<u>/s/ Brian Lenz</u> Brian Lenz	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 7, 2022
<u>/s/ Steven A. Elms</u> Steven A. Elms	Chairman of the Board of Directors	March 7, 2022
<u>/s/ Dr. Jerrold B. Grossman</u> Dr. Jerrold B. Grossman	Vice Chairman of the Board of Directors	March 7, 2022
<u>/s/ Martha J. Demski</u> Martha J. Demski	Director	March 7, 2022
<u>/s/ Bryant E. Fong</u> Bryant E. Fong	Director	March 7, 2022
<u>/s/ Lawrence P. Guiheen</u> Lawrence P. Guiheen	Director	March 7, 2022
<u>/s/ Young T. Kwon</u> Young T. Kwon	Director	March 7, 2022

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March 7, 2022

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

RE: ADMA Biologics, Inc., Registration Statement on Form S-8 Filed on March 7, 2022

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 7,832,552 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 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.

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

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of ADMA Biologics, Inc. and Subsidiaries (the “Company”) on Form S-8 of our report, which includes an explanatory paragraph relating to the Company’s ability to continue as a going concern, dated March 25, 2021, on our audits of the consolidated financial statements of the Company as of December 31, 2020 and 2019 and for the years then ended, which report is included in the Annual Report on Form 10-K of the Company for the year ended December 31, 2020.

/s/ CohnReznick LLP

Holmdel, New Jersey  
March 7, 2022

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## Exhibit Filing Fees

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, \$0.0001 par value per share	457(c) and (h)	7,832,552 <sup>(2)(3)</sup>	\$1.65 <sup>(3)</sup>	\$12,923,710.80	0.0000927	\$1,199.00
Total Offering Amount / Registration Fee						\$12,923,710.80	0.0000927	\$1,199.00
Fees Previously Paid								N/A
Fee Offsets								N/A
Net Fees Due								\$1,199.00

- (1) 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) 7,832,552 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, 2022 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 Registrant’s immediately preceding fiscal year, or any lesser number of shares of Common Stock determined by the board of directors of the Registrant.
- (3) 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 Registrant’s Common Stock as reported on the Nasdaq Global Market on March 2, 2022. 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.