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): May 27, 2021

ADMA BIOLOGICS, INC. (Exact name of registrant as specified in its charter)

| (Exact hame of registrant as specified in its charter) | | | | |
|---|---|---|--|--|
| Delaware | 001-36728 | 56-2590442 | | |
| (State or other jurisdiction | (Commission | (IRS Employer | | |
| of incorporation) | File Number) | Identification No.) | | |
| 465 State Route 17, Ramsey, N | ew Jersey | 07446 | | |
| | (Address of principal executive offices) | | | |
| ` • • | , | (Zip Code) | | |
| Registrant's telepho | one number, including area code | : <u>(201) 478-5552</u> | | |
| (Former name o | r former address, if changed sind | re last report.) | | |
| Check the appropriate box below if the Form 8-K filing is intenfollowing provisions (<i>see</i> General Instruction A.2. below): | ded to simultaneously satisfy th | e filing obligation of the registrant under any of the | | |
| o Written communications pursuant to Rule 425 under the Secu | urities Act (17 CFR 230.425) | | | |
| \square Soliciting material pursuant to Rule 14a-12 under the Exchange | nge 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)) | | |
| \square 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 | | |
| Preferred Share Purchase Rights | _ | Nasdaq Global Market | | |
| Indicate by check mark whether the registrant is an emerging go of this chapter) or Rule 12b-2 of the Securities Exchange Act of Emerging growth company □ If an emerging growth company, indicate by check mark if the or revised financial accounting standards provided pursuant to the securities of the securities are emerging growth. | f 1934 (§240.12b-2 of this chapt registrant has elected not to use | er). the extended transition period for complying with any new | | |

Item 5.07 Submission of Matters to a Vote of Security Holders

ADMA Biologics, Inc. (the "Company") held its 2021 Annual Meeting of Stockholders (the "Annual Meeting") on May 27, 2021. At the Annual Meeting, the following matters were submitted to a vote of stockholders:

- 1. The election of two (2) Class II directors to serve until the Company's 2024 Annual Meeting of Stockholders and until their successors are duly elected and qualified, or until their successors shall have been duly elected and qualified;
- 2. The approval of the amendment to the Company's Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 150,000,000 shares to 300,000,000 shares; and
- 3. The ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.

At the close of business on April 1, 2021, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 123,044,981 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. The holders of 88,053,693 shares of the Company's common stock were represented virtually or by proxy at the Annual Meeting, constituting a quorum.

At the Annual Meeting, (i) the two Class II directors were elected, (ii) the amendment to the Company's Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 150,000,000 shares to 300,000,000 shares was approved, and (iii) the appointment of the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021 was ratified.

Proposal No. 1 — Election of the Class II Directors

The vote with respect to the election of each of the directors was as follows:

| Nominees | For | Withheld | Broker Non-Votes |
|------------------|------------|-----------|-------------------------|
| Steven A. Elms | 55,871,445 | 4,320,831 | 27,861,417 |
| Adam S. Grossman | 55,038,315 | 5,153,961 | 27,861,417 |

Proposal No. 2 — Increase the Number of Authorized Shares of Common Stock

The vote with respect to the approval of amendment to the Company's Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 150,000,000 shares to 300,000,000 shares was as follows:

| For | Against | Abstain |
|------------|-----------|---------|
| 78,995,071 | 8,439,892 | 618,730 |

Proposal No. 3 — Ratification of the Appointment of Independent Registered Public Accounting Firm

The vote with respect to the ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021 was as follows:

| For | Against | Abstain |
|------------|-----------|---------|
| 85,889,791 | 1,263,754 | 900,148 |
| | | |
| | | |

 Item 9.01
 Exhibits.

 (d) Exhibits
 Exhibit No.

 Exhibit No.
 Description

 3.1
 Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of ADMA Biologics, Inc., dated as of May 27, 2021.

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.

May 28, 2021 ADMA Biologics, Inc.

By: /s/ Brian Lenz

Name: Brian Lenz

Title: Executive Vice President and Chief

Financial Officer

CERTIFICATE OF AMENDMENT OF THE SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION ADMA BIOLOGICS, INC.

ADMA Biologics, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

The second amended and restated certificate of incorporation of the Corporation is hereby amended by deleting Article IV, Section 4.1 thereof in its entirety and inserting the following in lieu thereof:

Authorized Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is 310,000,000, divided into two classes consisting of (a) 300,000,000 shares of common stock at \$0.0001 par value (the "Common Stock"), and (b) 10,000,000 shares of preferred stock at \$0.0001 par value (the "Preferred Stock"). The authorized number of shares of Common Stock and Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the Corporation entitled to vote irrespective of Section 242 of the DGCL.

The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation to be executed and acknowledged by its duly appointed officer as of this 27th day of May, 2021.

> By: /s/ Adam S. Grossman Name: Adam S. Grossman

Title: President and Chief Executive Officer