

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 11, 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 11, 2020, ADMA Biologics, Inc., a Delaware corporation (the “Company”), announced that it has completed its previously announced sale of an aggregate of 23,500,000 shares of common stock, \$0.0001 par value per share (the “Common Stock”), pursuant to the Company’s existing shelf registration statement on Form S-3 (File No. 333-234107) (the “Offering”). The Company received gross proceeds of \$82,250,000, before deducting the underwriting discounts and commissions and estimated fees and expenses payable by the Company in connection with the Offering. Morgan Stanley & Co. LLC and Jefferies LLC acted as joint book-running managers for the Offering.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Morgan, Lewis & Bockius LLP.
23.1	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).

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 11, 2020

ADMA Biologics, Inc.

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

Morgan Lewis

February 11, 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 23,500,000 shares (the “Shares”) of common stock, \$0.0001 par value per share, of the Company (the “Common Stock”) pursuant to 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 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

502 Carnegie Center
Princeton, NJ 08540-0621
United States

📞 +1.609.919.6600
📠 +1.609.919.6701