SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPR	OVAL	
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OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol ADMA BIOLOGICS, INC. [ADMA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Grossman Adam S</u>				X	Director	10% Owner			
				- x	Officer (give title below)	Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		,	,			
C/O ADMA BIOLOGICS, INC.		NC.	10/25/2021		President and	lent and CEO			
465 STATE F	ROUTE 17								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ing (Check Applicable			
RAMSEY	NJ	07446		X	Form filed by One Re	porting Person			
,	110	07440			Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr.	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V		Amount	(A) or (D)	Price	3 and 4)	(1150.4)	(Instr. 4)
Common Stock	10/25/2021		Р		100,000(1)	A	\$ <mark>1</mark>	2,137,616 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	D	
Common Stock	10/25/2021		Р		250,000(1)	A	\$1	1,128,444	Ι	See Footnote ⁽⁶⁾
Common Stock								580,957	Ι	See Footnote ⁽⁷⁾

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/N	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents a purchase from the underwriters in the October 2021 public offering of the issuer.

2. Includes (i) 907,500 Time-Based RSUs granted on September 29, 2021, subject to time based vesting conditions (the "Time-Based RSUs"), of which (x) 50% of the Time Based RSUs shall vest on December 31, 2022 ("Initial Vesting Date") and (y) 50% of the Time-Based RSUs shall vest in eight (8) equal quarterly installments over a period of two years following the Initial Vesting Date, becoming fully vested on December 31, 2024 and that will be settled into common stock upon vesting, subject to the reporting person's continued employment on the applicable vesting date;

3. (ii) 742,500 Milestone-Based RSUs granted on September 29, 2021, subject to milestone-based vesting conditions (the "Milestone-Based RSUs") established by the Board of Directors, upon the recommendation of the Compensation Committee of the Board of Directors, of which (x) 22.2% of the Milestone-Based RSUs shall become vested upon the completion of a debt refinancing which adds non-dilutive capital to the Company's balance sheet before or during the calendar year ending December 31, 2022, (y) 33.3% of the Milestone-Based RSUs shall become vested upon the achievement of a 15% gross margin on BIVIGAM without intermediates by the end of the fourth quarter of 2022, and (z) 44.5% of the Milestone-Based RSUs shall become vested upon the achievement of \$35 million in quarterly revenues in or before the fourth quarter of 2022 and that will be settled into common stock upon vesting, subject to the reporting person's continued employment on the applicable vesting date;

4. (iii) 221,447 RSUs granted on February 25, 2021, of which 183,150 RSUs will vest quarterly on each anniversary of the date of grant, over four years, subject to the reporting person's continued service as of the applicable vesting date and 38,297 RSUs are subject to cliff vesting with one-third of such RSUs vesting on each anniversary of the date of grant over three years, subject to the reporting person's continued service as of the applicable vesting date, and in each case will be settled into common stock upon vesting;

5. (iv) 75,000 RSUs granted on February 28, 2020, which vest quarterly on each anniversary of the date of grant, over four years, subject to the reporting person's continued service as of the applicable vesting date and will be settled into common stock upon vesting; and (v) 191,169 shares of common stock owned by the reporting person, which reflects the prior net settlement upon vesting of previously granted RSUs after the withholding of shares to cover applicable taxes.

6. These shares are owned by Areth, LLC ("Areth"). The reporting person is a control person of Areth.

7. These shares are owned by Hariden, LLC ("Hariden"). The reporting person is the managing member of Hariden.

/s/ Adam S. Grossman, by 10/25/2021 Brian Lenz as Attorney-in-fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.