

**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 21, 2019

**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	ADMA	Nasdaq Capital 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 May 21, 2019, ADMA Biologics, Inc., a Delaware corporation (the "Company"), announced that it has completed its previously announced sale of an aggregate of 12,937,500 shares of common stock, par value \$0.0001 per share (the "Common Stock"), including 1,687,500 shares of Common Stock issued upon the exercise in full of the underwriters' option to purchase additional shares, pursuant to the Company's existing shelf registration statement on Form S-3 (File No. 333-225048) (the "Offering"). The Company received gross proceeds of \$51,750,000, before deducting the underwriting discounts and commissions and estimated fees and expenses payable by the Company in connection with the Offering. Jefferies LLC and Raymond James & Associates, Inc. acted as joint book-running managers for the Offering. Oppenheimer & Co. Inc. acted as lead manager 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 DLA Piper LLP (US).</a>
23.1	<a href="#">Consent of DLA Piper LLP (US) (included in Exhibit 5.1).</a>
99.1	<a href="#">Press Release of the Company, dated May 21, 2019.</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.

May 21, 2019

ADMA Biologics, Inc.

By: /s/ Brian Lenz

Name: Brian Lenz

Title: Executive Vice President and Chief  
Financial Officer

DLA Piper LLP (US)  
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Attorneys Responsible for Short Hills Office:

Andrew P. Gilbert  
Michael E. Helmer

May 21, 2019  
ADMA Biologics, Inc.  
465 State Route 17  
Ramsey, NJ 07446

Re: ADMA Biologics, Inc., Registration Statement on Form S-3 (File No. 333-225048)

Ladies and Gentlemen:

We have acted as counsel to ADMA Biologics, Inc., a Delaware corporation (the “**Company**”), in connection with the offering by the Company of 12,937,500 shares of common stock, par value \$0.0001 per share (the “**Shares**”), pursuant to the referenced Registration Statement (the “**Registration Statement**”) and the Prospectus Supplement dated May 16, 2019 (the “**Prospectus Supplement**”), each filed under the Securities Act of 1933, as amended (the “**Act**”), with the Securities and Exchange Commission (the “**SEC**”).

In connection with this opinion letter, we have examined the Registration Statement, the Prospectus Supplement and originals, or copies certified or otherwise identified to our satisfaction, of the Amended and Restated Certificate of Incorporation of the Company as filed with the Secretary of State of the State of Delaware, the Amended and Restated Bylaws of the Company and the minutes of meetings of the stockholders and the Board of Directors of the Company, and the Pricing Committee thereof, as provided to us by the Company 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 have been duly authorized by the Company and are validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the Delaware General Corporation Law.

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 base prospectus included in the Registration Statement and 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 Act or the rules or regulations of the SEC thereunder.

Very truly yours,

/s/ **DLA Piper LLP (US)**



## **ADMA Biologics Announces Closing of \$51.75 Million Public Offering and Full Exercise of Underwriters' Option to Purchase Additional Shares**

RAMSEY, N.J. and BOCA RATON, FL., May 21, 2019 - ADMA Biologics, Inc. (Nasdaq: ADMA) ("ADMA" or the "Company") a vertically integrated commercial biopharmaceutical and specialty immunoglobulin company that manufactures, markets and develops specialty plasma-derived biologics for the treatment of immune deficiencies and the prevention of certain infectious diseases, announced today the closing of its previously announced underwritten public offering of 12,937,500 shares of its common stock at a public offering price of \$4.00 per share, including 1,687,500 shares of Common Stock issued upon the exercise in full of the underwriters' option to purchase additional shares. The gross proceeds from the offering are \$51.75 million, before deducting underwriting discounts and commissions and other offering expenses payable by the Company.

ADMA intends to use the net proceeds from this offering (i) to support the commercial launch of ASCENIV™ anticipated during the second half of 2019, (ii) for the commercial relaunch of BIVIGAM®, (iii) to expand the manufacturing capacity of the Company's Boca Raton, FL facility, (iv) for the procurement of raw materials for the manufacturing of ASCENIV™ and BIVIGAM®, (v) to expand the Company's plasma collection facility network, and (vi) for general corporate purposes and other capital expenditures.

Jefferies LLC and Raymond James & Associates, Inc. acted as joint book-running managers for the offering. Oppenheimer & Co. Inc. acted as lead manager for the offering.

The securities described above were offered by the Company pursuant to a "shelf" registration statement on Form S-3 (File No. 333-225048) previously filed with and declared effective by the Securities and Exchange Commission ("SEC") on May 31, 2018. A final prospectus supplement and an accompanying prospectus relating to the offering has been filed with the SEC. Electronic copies of the final prospectus supplement and the accompanying prospectus relating to the offering may be obtained 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); or from Raymond James & Associates, Inc., Attention: Equity Syndicate, 880 Carillon Parkway, St. Petersburg, FL 33716, or by telephone at (800) 248-8863, or by e-mail at [prospectus@raymondjames.com](mailto:prospectus@raymondjames.com); or by accessing the SEC's website at [www.sec.gov](http://www.sec.gov).

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

ADMA Biologics is a vertically integrated biopharmaceutical manufacturer with three FDA approved commercial specialty plasma-based biologics. ADMA's mission is to develop and commercialize 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. The target patient populations include immune compromised individuals who suffer from an underlying immune deficiency disease, 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.

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## 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 the words "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 also include, but are not limited to, statements concerning our anticipated use of net proceeds from the public offering and our plans to develop and commercialize 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. 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. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation or warranty by ADMA or any other person that the objectives and plans of ADMA will be achieved in any specified time frame, if at all. 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, 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:

Jeremy Feffer  
Managing Director, LifeSci Advisors, LLC | 212-915-2568