

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

## FORM S-8

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

**ORAMED PHARMACEUTICALS INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**(State or Other Jurisdiction of  
Incorporation or Organization)**98-0376008**(I.R.S. Employer  
Identification No.)**1185 Avenue of the Americas, Suite 228, New York, New York**

(Address of Principal Executive Offices)

**10036**

(Zip Code)

**Oramed Pharmaceuticals Inc. 2019 Stock Incentive Plan**  
(Full Title of the Plan)

**Vcorp Services, LLC**  
**1811 Silverside Road**  
**Wilmington, Delaware 19810**  
(Name and address of agent for service)

**(888) 528 2677**  
(Telephone number, including area code, of agent for service)

**Copies to:**

Oded Har-Even, Esq.  
Howard E. Berkenblit, Esq.  
Zysman, Aharoni, Gayer and  
Sullivan & Worcester LLP  
1633 Broadway  
New York, NY 10019  
Telephone: (212) 660-3000  
Facsimilie: (212) 660-3001

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.

Large accelerated filer ☐  
Non-accelerated filer ☒

Accelerated filer ☐  
Smaller reporting company ☒  
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 7(a)(2)(B) of the Securities Act. ☐

# CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.012 par value per share	436,354	\$ 3.045 <sup>(2)</sup>	\$ 1,328,698 <sup>(2)</sup>	\$ 172.47
Common Stock, \$0.012 par value per share	200,000	\$ 3.69 <sup>(3)</sup>	\$ 738,000 <sup>(3)</sup>	\$ 95.80
Common Stock, \$0.012 par value per share	300,500	\$ 3.16 <sup>(3)</sup>	\$ 949,580 <sup>(3)</sup>	\$ 123.26
Common Stock, \$0.012 par value per share	10,000	\$ 4.17 <sup>(3)</sup>	\$ 41,700 <sup>(3)</sup>	\$ 5.42
Common Stock, \$0.012 par value per share	33,146	\$ 3.55 <sup>(3)</sup>	\$ 117,668 <sup>(3)</sup>	\$ 15.28
Common Stock, \$0.012 par value per share	20,000	\$ 4.13 <sup>(3)</sup>	\$ 82,600 <sup>(3)</sup>	\$ 10.73
<b>Total</b>	<b>1,000,000</b>	<b>N/A</b>	<b>\$ 3,258,246</b>	<b>\$ 422.96</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the shares being registered hereunder include such indeterminate number of shares of our common stock as may be issued from time to time with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the registrant's common stock as reported on the Nasdaq Capital Market on October 18, 2019.
- (3) Computed in accordance with Rule 457(h) promulgated under the Securities Act based on the exercise price of the options underlying the ordinary shares.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents, which have been filed by us with the Securities and Exchange Commission (the “Commission”), are incorporated by reference in and made a part of this registration statement, as of their respective dates:

- (a) Our Annual Report on [Form 10-K](#) for the fiscal year ended August 31, 2018, filed with the Commission on November 28, 2018;
- (b) Our Quarterly Reports on Form 10-Q for the quarterly period ended November 30, 2018, filed with the Commission on [January 14, 2019](#); for the quarterly period ended February 29, 2019, filed with the Commission on [April 10, 2019](#); and for the quarterly period ended May 31, 2019, filed with the Commission on [July 10, 2019](#);
- (c) Our Current Reports on Form 8-K filed with the Commission on [September 17, 2018](#), [November 8, 2018](#), [December 14, 2018](#), [March 13, 2019](#), [March 28, 2019](#), [April 16, 2019](#), [May 16, 2019](#), [July 1, 2019](#), [July 29, 2019](#), [August 21, 2019](#) and [September 5, 2019](#); and
- (d) The description of our common stock contained in our Form 8-A filed with the Commission on [May 29, 2003](#), as updated by our Form 8-A filed with the Commission on [February 7, 2013](#), including any amendments or reports filed for purposes of updating such description.

All documents subsequently filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), as amended, prior to the filing of a post-effective amendment which indicates that all securities offered 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 part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Delaware law generally permits us to indemnify our directors, officers, employees and agents. A Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. With respect to actions by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit is brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. To the extent that a former or present director or officer is successful, on the merits or otherwise, in defense of any action, suit, or proceeding subject to the Delaware corporate statute's indemnification provisions, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Delaware law provides that expenses incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the corporation. A Delaware corporation has the discretion to decide whether or not to advance expenses, unless provided otherwise in its certificate of incorporation or by-laws.

Our Amended and Restated By-laws provide that we shall indemnify our directors and officers to the fullest extent authorized under Delaware law, and that we will advance expenses to any officer or director in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by us.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons under Delaware law or otherwise, we have been advised that the opinion of the Commission, is that such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

We entered into indemnification agreements with our directors and officers pursuant to which we agreed to indemnify each director and officer for any liability he or she may incur by reason of the fact that he or she serves as our director or officer, to the maximum extent permitted by law.

We maintain standard policies of insurance that provide coverage to our directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See the Index to Exhibits included herewith and beginning at page 5.

**Item 9. Undertakings**

(a) We hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by us pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) We hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of our annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act), that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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5.1	<a href="#"><u>Opinion of Zysman, Aharoni, Gayer and Sullivan &amp; Worcester LLP.*</u></a>
10.1	<a href="#"><u>Oramed Pharmaceuticals Inc. 2019 Stock Incentive Plan (Incorporated by reference to Appendix A of the registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on August 6, 2019).</u></a>
23.1	<a href="#"><u>Consent of Zysman, Aharoni, Gayer and Sullivan &amp; Worcester LLP (Contained in the opinion of Zysman, Aharoni, Gayer and Sullivan &amp; Worcester LLP filed herewith as Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of Kesselman &amp; Kesselman, Independent Registered Public Accounting Firm.*</u></a>
24.1	<a href="#"><u>Powers of Attorney (Included in the signature page to this registration statement).</u></a>

\* filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 New York, New York, on October 23, 2019.

### ORAMED PHARMACEUTICALS INC.

By: /s/ Nadav Kidron

Name: Nadav Kidron

Title: President and Chief Executive Officer

Each person whose signature appears below authorizes each of Nadav Kidron and Avraham Gabay, or either of them acting individually, as his or her true and lawful attorney-in-fact, each with full power of substitution, to sign the Registration Statement on Form S-8 of Oramed Pharmaceuticals Inc., including any and all post-effective amendments, in the name and on behalf of each such person, individually and in each capacity stated below, and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Nadav Kidron</u> Nadav Kidron	President, Chief Executive Officer and Director (Principal Executive Officer)	October 23, 2019
<u>/s/ Avraham Gabay</u> Avraham Gabay	Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	October 23, 2019
<u>/s/ Aviad Friedman</u> Aviad Friedman	Director	October 23, 2019
<u>/s/ Miriam Kidron</u> Miriam Kidron	Director	October 23, 2019
<u>/s/ Kevin Rakin</u> Kevin Rakin	Director	October 23, 2019
<u>/s/ Leonard Sank</u> Leonard Sank	Director	October 23, 2019
<u>/s/ Gao Xiaoming</u> Gao Xiaoming	Director	October 23, 2019





October 23, 2019

Oramed Pharmaceuticals Inc.  
1185 Avenue of the Americas, Suite 228  
New York, New York 10036

Re: Oramed Pharmaceuticals Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), by Oramed Pharmaceuticals Inc., a Delaware corporation (the "Company"), of 1,000,000 shares of its Common Stock, par value \$.012 per share (the "Registered Shares"), that are to be offered and may be issued under the Oramed Pharmaceuticals Inc. 2019 Stock Incentive Plan (the "2019 Plan"), the following opinion is furnished to you to be filed with the Securities and Exchange Commission (the "Commission") as Exhibit 5.1 to the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Act.

We have acted as counsel to the Company in connection with the Registration Statement, and we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Certificate of Incorporation of the Company as presently in effect, the bylaws, minute books and corporate records of the Company, and such other documents as we have considered necessary in order to furnish the opinion hereinafter set forth.

We express no opinion herein as to any laws other than the Delaware General Corporation Law, and we express no opinion as to state securities or blue sky laws.

Based on and subject to the foregoing, we are of the opinion that, when issued in accordance with the terms of the 2019 Plan and the options or other rights granted thereunder, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable by the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus forming a part of the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Zysman, Aharoni, Gayer and Sullivan & Worcester LLP

ZYSMAN, AHARONI, GAYER AND SULLIVAN & WORCESTER LLP

**Zysman, Aharoni, Gayer and Sullivan & Worcester LLP**  
A Joint Venture Law Firm

BOSTON LONDON NEW YORK TEL AVIV WASHINGTON, DC



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Oramed Pharmaceuticals Inc. of our report dated November 27, 2018 relating to the financial statements, which appears in Oramed Pharmaceuticals Inc.'s Annual Report on Form 10-K for the year ended August 31, 2018.

Tel-Aviv, Israel  
October 23, 2019

/S/ Kesselman & Kesselman  
Certified Public Accountants (Isr.)  
A member firm of PricewaterhouseCoopers International  
Limited

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