

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, 3rd Floor, New York, New York

(Address of Principal Executive Offices)

10036

(Zip Code)

Oramed Pharmaceuticals Inc. Amended and Restated 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.

Sullivan & Worcester LLP

1633 Broadway

New York, NY 10019

Telephone: (212) 660-3000

Facsimile: (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

Accelerated filer

Non-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.

EXPLANATORY NOTE

On October 23, 2019, Oramed Pharmaceuticals Inc. (the “Company”) filed a Registration Statement on Form S-8 (File No. 333-234303) (the “Original Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register an aggregate of 1,000,000 shares of common stock, par value \$0.012 per share of the Company (the “Common Stock”), that may be issued pursuant to the Company’s 2019 Stock Incentive Plan (the “2019 Plan”).

On August 11, 2020, the Company filed a Registration Statement on Form S-8 (File No. 333-244380) (the “Second Registration Statement”) with the Commission to register an additional aggregate of 2,000,000 shares of Common Stock that may be issued pursuant to the 2019 Plan.

The Company is filing this Registration Statement on Form S-8 to register an additional 4,500,000 shares of Common Stock which may be issued in connection with securities awards, which may hereafter be granted under the 2019 Plan, as amended.

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement and the Second Registration Statement are incorporated herein by reference, except for Item 3 and Item 8 of Part II of the Original Registration Statement and the Second Registration Statement, which are being updated by this registration statement.

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 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, 2021, filed with the Commission on November 24, 2021;
- (b) Our Quarterly Reports on Form 10-Q for the quarterly period ended November 30, 2021, filed with the Commission on [January 11, 2021](#); for the transition period between September 1, 2021 and December 31, 2022, filed with the Commission on [March 30, 2022](#); and for the quarterly period ended March 31, 2022, filed with the Commission on [May 12, 2022](#);
- (c) Our Current Reports on Form 8-K filed with the Commission on [September 1, 2021](#), [October 29, 2021](#), [November 4, 2021](#), [December 8, 2021](#), [January 12, 2022](#), [February 28, 2022](#), [April 4, 2022](#), [June 30, 2022](#) and [July 7, 2022](#); 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, 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 8. Exhibits

Exhibit No.	Description
4.1	<u>Composite Copy of Certificate of Incorporation, as amended as of January 22, 2013, corrected February 8, 2013, as amended as of July 25, 2014, corrected September 5, 2017 and as further amended as of August 3, 2020 (incorporated by reference from our annual report on Form 10-K filed November 24, 2020).</u>
4.2	<u>Second Amended and Restated By-laws (incorporated by reference from our current report on Form 8-K filed July 15, 2021).</u>
5.1*	<u>Opinion of Sullivan & Worcester LLP.</u>
23.1*	<u>Consent of Sullivan & Worcester LLP (Contained in the opinion of Sullivan & Worcester LLP filed herewith as Exhibit 5.1).</u>
23.2*	<u>Consent of Kesselman & Kesselman, Independent Registered Public Accounting Firm.</u>
24.1*	<u>Powers of Attorney (Included in the signature page to this registration statement).</u>
99.1	<u>Oramed Pharmaceuticals Inc. Amended and Restated 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 June 30, 2020).</u>
99.2	<u>First Amendment to Oramed Pharmaceuticals Inc. Amended and Restated 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 June 2, 2022).</u>
107*	<u>Filing Fee Table</u>

* 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 July 12, 2022.

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 David Silberman, 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.

Signature	Title	Date
<u>/s/ Nadav Kidron</u> Nadav Kidron	President, Chief Executive Officer and Director (Principal Executive Officer)	July 12, 2022
<u>/s/ David Silberman</u> David Silberman	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	July 12, 2022
<u>/s/ Miriam Kidron</u> Miriam Kidron	Director	July 12, 2022
<u>/s/ Arie Mayer</u> Arie Mayer	Director	July 12, 2022
<u>/s/ Yadin Rozov</u> Yadin Rozov	Director	July 12, 2022
<u>/s/ Leonard Sank</u> Leonard Sank	Director	July 12, 2022



Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02109

617 338 2800
sullivanlaw.com

July 12, 2022

Oramed Pharmaceuticals Inc.
1185 Avenue of the Americas, 3rd Floor
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 4,500,000 shares of its common stock, par value \$0.012 per share (the "Registered Shares"), that are to be offered and may be issued under the Oramed Pharmaceuticals Inc. Amended and Restated 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.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents. Other than our examination of the documents indicated above, we have made no other examination in connection with this opinion.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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 awards granted thereunder, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable by the Company.

This opinion speaks only as of the date hereof and we assume no obligation to update or supplement this opinion if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above.

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/ Sullivan & Worcester LLP

Sullivan & Worcester LLP

**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 24, 2021 relating to the financial statements, which appears in Oramed Pharmaceuticals Inc.'s Annual Report on Form 10-K for the year ended August 31, 2021.

Tel-Aviv, Israel
July 12, 2022

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

Kesselman & Kesselman, Derech Menachem Begin 146, Tel-Aviv 6492103, Israel,
P.O Box 7187 Tel-Aviv 6107120, Telephone: +972 -3- 7954555, Fax:+972 -3- 7954556, www.pwc.com/il

Calculation of Filing Fee Table

Form S-8
(Form Type)Oramed Pharmaceuticals Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	
Fees to Be Paid	Equity	Common stock, par value \$0.012 per share, to be issued under the Oramed Pharmaceuticals Inc. Amended and Restated 2019 Stock Incentive Plan	Rule 457(c) and Rule 457(h)	4,500,000 ⁽²⁾	\$ 4.67 ⁽³⁾	\$ 21,015,000	\$ 0.0000927	\$ 1,949
				_____	_____	\$ 21,015,000	_____	\$ 1,949
								-
								-
								\$ 1,949

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Securities Act, this registration statement also covers an indeterminate number of additional shares of common stock that may be issued under the Amended and Restated 2019 Stock Incentive Plan to prevent dilution resulting from a share split, reverse share split, stock dividend, combination or reclassification of the common stock, or any other increase or decrease in the number of issued shares of common stock effected without receipt of consideration by the registrant.

(2) Represents common stock issuable upon exercise of awards granted under the Oramed Pharmaceuticals Inc. Amended and Restated 2019 Stock Incentive Plan, as amended from time to time.

(3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act, based upon the average of the high \$4.88 and low \$4.46 prices of the common stock, as reported on the Nasdaq Capital Market on July 5, 2022.