

AMEDICA Corp
Form S-1MEF
May 10, 2018

As filed with the Securities and Exchange Commission on May 10, 2018

Registration No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Amedica Corporation

(Exact name of registrant as specified in its charter)

Delaware	3841	84-1375299
(State or other jurisdiction of	(Primary Standard Industrial	(IRS
incorporation or organization)	Classification Code Number)	Employer
		Identification
		No.)

1885 West 2100 South

Salt Lake City, UT 84119

(801) 839-3500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

B. Sonny Bal, MD

President and Chief Executive Officer

Amedica Corporation

1885 West 2100 South

Salt Lake City, UT, 84119

(801) 839-3500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with copies to:

David F. Marx

Michael R. Newton

Dorsey & Whitney LLP

111 South Main Street, Suite 2100

Salt Lake City, UT 84111

Barry I. Grossman

Sarah E. Williams

Ellenoff Grossman & Schole LLP

1345 Avenue of the Americas, 11th Floor

New York, NY 10105

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] (333-223032)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ []

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 ☐ [] (Do not check if a smaller reporting company)

Smaller reporting company ☒ [X]

Emerging growth company ☒ [X]

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 each class of securities to be registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (5)
Units consisting of shares of Series B Preferred Stock, par value \$0.01 per share, and Warrants to purchase shares of Common Stock, par value \$0.01 per share	\$2,500,000	\$ 311.25
Series B Preferred Stock included as part of the Units	Included with	—
Warrants to purchase shares of Common Stock included as part of the Units (2)	Units above	—

	Included with	Units above
Common Stock issuable upon conversion of the Series B Preferred Stock (3)(4)	—	—
Common Stock issuable upon exercise of the Warrants (4)	\$2,500,000	\$ 311.25
Total	\$5,000,000	\$ 622.50

- (1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the “Act”).
- Pursuant to Rule 457(g) of the Act, no separate registration fee is required for the Warrants because the Warrants (2) are being registered in the same registration statement as the Common Stock of the Registrant issuable upon exercise of the Warrants.
- Pursuant to Rule 457(i) of the Act, no separate registration fee is required for the Common Stock issuable upon (3) conversion of the Series B Preferred Stock because no additional consideration will be received in connection with the exercise of the conversion privilege.
- In addition to the shares of Common Stock set forth in this table, pursuant to Rule 416 under the Act, this (4) registration statement also registers such indeterminate number of shares of Common Stock as may become issuable upon conversion or exercise of these securities as the same may be adjusted as a result of stock splits, stock dividends, recapitalizations or other similar transactions.
- (5) Calculated pursuant to Rule 457(o) based on an estimate of the total proposed maximum aggregate offering price.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

This 462(b) Registration Statement relates to the public offering of Units (the “Offering”) contemplated by the Registration Statement on Form S-1 (File No. 333-223032), as amended, which was initially filed with the Securities and Exchange Commission (the “SEC”) on February 14, 2018, and which, as amended, was declared effective by the SEC on May 10, 2018 (the “Prior Registration Statement”). This Registration Statement on Form S-1 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purposes of registering additional securities of the same class as were included in the Prior Registration Statement, representing an increase in the maximum aggregate offering price by \$5,000,000. The contents of the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Filed with this Report	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
5.1	<u>Opinion of Counsel with respect to the legality of the securities being registered</u>	X			
23.1	<u>Consent of Independent Registered Public Accounting Firm, Tanner LLC</u>	X			
23.2	<u>Consent of Independent Registered Public Accounting Firm, BDO USA, LLP</u>	X			
23.3	<u>Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)</u>	X			
24.1	<u>Power of Attorney</u>		Form S-1 (Exhibit 24.1)	2/14/18	333-223032

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Salt Lake City, Utah on May 10, 2018.

AMEDICA CORPORATION

By: */s/ B. Sonny Bal*
B. Sonny Bal, M.D.
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
<i>/s/ B. Sonny Bal</i> B. Sonny Bal, M.D.	Chief Executive Officer and Director (Principal Executive Officer and Principal Financial Officer)	May 10, 2018
*		
David W. Truetzel	Director	May 10, 2018
*		
Jeffrey S. White	Director	May 10, 2018
*		
Eric A. Stookey	Director	May 10, 2018
* By: <i>/s/ B. Sonny Bal</i> B. Sonny Bal, M.D. Attorney-in-Fact		

