

**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.)

**Hi-Tech Park 2/5 Givat Ram, PO Box 39098, Jerusalem, Israel**  
(Address of Principal Executive Offices)

**91390**  
(Zip Code)

**Oramed Pharmaceuticals Inc. 2008 Stock Incentive Plan**  
(Full Title of the Plan)

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

**(800) 624-0909**  
(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 or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

<u>Title of Securities to be Registered</u>	<u>Amount to be Registered(1)</u>	<u>Proposed maximum offering price per share(2)</u>	<u>Proposed maximum aggregate offering price(2)</u>	<u>Amount of registration fee</u>
Common Stock, \$0.012 par value per share	333,334	\$ 6.89	\$ 2,295,005	\$ 313.04

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or 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 July 26, 2013.

The prospectus meeting the requirements of Section 10(a) of the Securities Act, which is being provided to participants in the Oramed Pharmaceuticals Inc. 2008 Stock Incentive Plan (the "Plan") in conjunction with this registration statement also relates to the shares registered under the Registration Statement on Form S-8 dated December 22, 2009 (File No. 333-163919) of Oramed Pharmaceuticals Inc. (the "Prior Registration Statement").

### Registration of Additional Securities – Explanatory Note

We are filing this registration statement to register an additional 333,334 shares of our common stock for issuance under the Plan, which number reflects a one-for-twelve reverse split of our shares of common stock effected on January 22, 2013. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, except for Item 3, Item 8 and Item 9 of Part II of the Prior Registration Statement, which are being updated by this registration statement.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following additional 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, 2012, as amended by Amendment No. 1 thereto, filed on December 12, 2012 and December 21, 2012, respectively;
- (b) Our audited and unaudited financial statements included in our Registration Statement on Form S-1 (No. 333-186375) filed on February 1, 2013;
- (c) Our Quarterly Reports on Form 10-Q for the quarterly period ended November 30, 2012, as Amended by Amendment No. 1 thereto, filed on December 26, 2012 and December 27, 2012, respectively; for the quarterly period ended February 28, 2013, filed on April 11, 2013; and for the quarterly period ended May 31, 2013, filed on July 17, 2013;
- (d) Our Current Reports on Form 8-K filed on January 1, 2013, January 11, 2013, January 22, 2013, February 1, 2013, February 7, 2013, April 11, 2013, April 16, 2013, May 24, 2013, May 30, 2013 and July 11, 2013; and
- (e) The description of our common stock contained in our Form 8-A filed on May 29, 2003, as updated by our Form 8-A filed on February 7, 2013.

All documents subsequently filed by us 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.

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**Item 8. Exhibits.**

The following exhibits are filed as part of this registration statement:

**EXHIBIT INDEX**

**EXHIBIT NO. DESCRIPTION**

- |      |  |
|------|--|
| 5.1  | Opinion of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP.*   |
| 10.1 | Oramed Pharmaceuticals Inc. 2008 Stock Incentive Plan. <i>(Incorporated by reference to the registrant's Current Report on Form 8-K filed on July 2, 2008).</i>                            |
| 23.1 | Consent of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP <i>(Contained in the opinion of Zysman, Aharoni, Gayer and Sullivan &amp; Worcester LLP filed herewith as Exhibit 5.1).</i> |
| 23.2 | Consent of Kesselman & Kesselman, Independent Registered Public Accounting Firm.*  |
| 23.3 | Consent of MaloneBailey, LLP, Independent Registered Public Accounting Firm.*  |
| 24   | Powers of Attorney <i>(Included in the signature page to this registration statement).</i>   |

\* filed herewith

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## 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 Jerusalem, Israel, on July 29, 2013.

### 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 Yifat Zommer, 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)	July 29, 2013
<u>/s/ Yifat Zommer</u> Yifat Zommer	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 29, 2013
<u>/s/ Miriam Kidron</u> Miriam Kidron	Chief Medical and Technology Officer and Director	July 29, 2013
<u>Leonard Sank</u>	Director	
<u>/s/ Harold Jacob</u> Harold Jacob	Director and member of the Scientific Advisory Board	July 29, 2013
<u>/s/ Michael Berelowitz</u> Michael Berelowitz	Director	July 29, 2013
<u>/s/ Gerald Ostrov</u> Gerald Ostrov	Director	July 29, 2013

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July 29, 2013

Oramed Pharmaceuticals Inc.  
Hi-Tech Park 2/5 Givat Ram  
PO Box 39098  
Jerusalem, 91390, Israel

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 333,334 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. 2008 Stock Incentive Plan (the "2008 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 2008 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,

ZYSMAN, AHARONI, GAYER AND  
SULLIVAN & WORCESTER LLP

Zysman, Aharoni, Gayer and Sullivan & Worcester LLP  
AN INTERNATIONAL JOINT VENTURE LAW FIRM

BOSTON NEW YORK TEL AVIV WASHINGTON, DC

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 11, 2012, except for the stock split described in Note 17(f) as to which the date is January 31, 2013, relating to the financial statements, which appears in Oramed Pharmaceuticals Inc.'s Registration Statement on Form S-1 (333-186375).

/s/ Kesselman & Kesselman

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

Tel Aviv, Israel  
July 29, 2013

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**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 December 10, 2007, except for the stock split described in Note 17(f) as to which the date is January 31, 2013, relating to the financial statements of Oramed Pharmaceuticals Inc. for the period from April 12, 2002 (Inception) through August 31, 2007, which appears in Oramed Pharmaceuticals Inc.'s Registration Statement on Form S-1 (333-186375). We also consent to the reference to us under the heading "Experts" in this Registration Statement.

/s/ MaloneBailey, LLP

MaloneBailey, LLP

www.malone-bailey.com

Houston, Texas

July 29, 2013

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Registered Public Company Accounting Oversight Board • AICPA  
An Independently Owned And Operated Member Of Nexia International

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