

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
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, Third Floor  
New York, New York 10036  
Telephone: (844) 967-2633**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Vcorp Services, LLC  
1811 Silverside Road  
Wilmington, Delaware 19810  
Telephone: (888) 528 2677**  
(Name, address, including zip code, and 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**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement, as determined by market and other conditions.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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.  File No. 333-236194

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

<b>Title of each class of securities to be registered</b>	<b>Proposed Maximum Aggregate Offering Price<sup>(1)(2)</sup></b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.012 par value	\$ 4,700,000	\$ 512.77

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the “Securities Act”). The registrant previously registered an aggregate of \$100,000,000 of its securities on a Registration Statement on Form S-3 (File No. 333-236194) declared effective by the Securities and Exchange Commission on February 10, 2020 (the “Prior Registration Statement”). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$4,700,000 is hereby registered, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement.
- (2) Pursuant to Rule 416 under the Securities Act, this registration statement shall also cover any additional shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission, in accordance with Rule 462(b) promulgated under the Securities Act.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register up to an aggregate of \$4,700,000 of the registrant's common stock, par value \$0.012 per share. The contents of the Prior Registration Statement, including the exhibits and power of attorney thereto and all documents filed by the Registrant with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference in the Prior Registration Statement, are hereby incorporated by reference in this Registration Statement. The Prior Registration Statement continues and remains effective as to those securities registered thereunder.

The required opinion and consents are listed in Part II, Item 16 "Exhibits" of this Registration Statement and are filed herewith.

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PART II – INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Sullivan &amp; Worcester LLP as to validity of the securities being registered.</a>
23.1	<a href="#">Consent of Kesselman &amp; Kesselman, Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Sullivan &amp; Worcester LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney</a>

\* Previously filed on the signature page of the Registrant's Prior Registration Statement and incorporated by reference herein.

**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-3 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 June 16, 2021.

**ORAMED PHARMACEUTICALS INC.**

By: /s/ Nadav Kidron  
Nadav Kidron  
President and Chief Executive Officer

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.

<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)	June 16, 2021
<u>/s/ Avraham Gabay</u> Avraham Gabay	Chief Financial Officer (principal financial and accounting officer)	June 16, 2021
<u>*</u> Aviad Friedman	Director	June 16, 2021
<u>*</u> Dr. Miriam Kidron	Director	June 16, 2021
<u>*</u> Dr. Arie Mayer	Director	June 16, 2021
<u>*</u> Kevin Rakin	Director	June 16, 2021
<u>*</u> Leonard Sank	Director	June 16, 2021
<u>*</u> Gao Xiaoming	Director	June 16, 2021

\*By: /s/ Nadav Kidron  
Name: Nadav Kidron  
Title: *Attorney-in-fact*



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

617 338 2800  
sullivanlaw.com

June 16, 2021

Oramed Pharmaceuticals Inc.  
1185 Avenue of the Americas, Third Floor  
New York, New York 10036

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-3 (the "Registration Statement") being filed by Oramed Pharmaceuticals Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of up to an additional aggregate amount of \$4,700,000 of shares of Common Stock, \$0.012 par value per share of the Company (the "Shares"), which registration statement incorporates by reference the contents of the existing registration statement on Form S-3 (File No. 333-236194) (together, the "Registration Statements"), all of which may be issued from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act.

We are acting as counsel for the Company in connection with the Registration Statements. We have examined signed copies of the Registration Statement and have also examined and relied upon minutes of meetings of the Board of Directors of the Company as provided to us by the Company, the Certificate of Incorporation and By-Laws of the Company, each as restated and/or amended to date (collectively the "Charter Documents"), and such other documents as we have deemed necessary for purposes of rendering the opinions 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.

The opinions rendered herein are limited to the Delaware General Corporation Law and the federal laws of the United States.

Based upon and subject to the foregoing, we are of the opinion that: when (i) specifically authorized for issuance by the Company's Board of Directors or an authorized committee thereof (the "Authorizing Resolutions"); (ii) the Registration Statement has become effective under the Securities Act; (iii) if necessary, an appropriate prospectus supplement with respect to the Shares has been prepared, filed and delivered in compliance with the Securities Act and the applicable rules promulgated thereunder; (iv) the terms of the sale of the Shares have been duly established in conformity with the Charter Documents and do not violate any applicable law or result in a default under or breach of any agreement or instrument binding on the Company and comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; (v) the Shares have been issued and sold as contemplated by the Registration Statement and any prospectus supplement, if applicable; and (vi) the Company has received the consideration provided for in the Authorizing Resolutions and such consideration is not less than the par value of the Shares, the Shares will be validly issued, fully paid and nonassessable.

Oramed Pharmaceuticals Inc.

June 16, 2021

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The opinions set forth herein are rendered as of the date hereof, and we assume no obligation to update such opinions to reflect any facts or circumstances which may hereafter come to our attention or any changes in the law which may hereafter occur (which may have retroactive effect).

This opinion is rendered to you in connection with the filing of the Registration Statement. This opinion may not be relied upon for any other purpose, or furnished to, quoted or relied upon by any other person, firm or corporation for any purpose, without our prior written consent, except that (A) this opinion may be furnished or quoted to judicial or regulatory authorities having jurisdiction over you, and (B) this opinion may be relied upon by purchasers and holders of the Shares currently entitled to rely on it pursuant to applicable provisions of federal securities law.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Sullivan & Worcester LLP  
Sullivan & Worcester LLP

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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-3 of Oramed Pharmaceuticals Inc. of our report dated November 24, 2020 relating to the financial statements, which appears in Oramed Pharmaceuticals Inc.'s Annual Report on Form 10-K for the year ended August 31, 2020.

Tel-Aviv, Israel  
June 16, 2021

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

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