

ORAMED PHARMACEUTICALS INC.
Form 10-K/A
December 21, 2012

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

FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended August 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-50298

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
P.O. Box 39098
Jerusalem, Israel 91390
(Address of Principal Executive Offices) (Zip Code)

+972-2-566-0001
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.001 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was \$17,492,586 based on a price of \$0.31, being the last price at which the shares of the registrant's common stock were sold on the OTC Bulletin Board prior to the end of the most recently completed second fiscal quarter.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 86,505,020 shares of common stock issued and outstanding as of December 6, 2012.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A, or this Amendment, to Oramed Pharmaceuticals Inc.'s, or we or our, Annual Report on Form 10-K, or the Initial Form 10-K, for the year ended August 31, 2012, originally filed with the Securities and Exchange Commission, or the Commission, on December 12, 2012 (Commission File No. 000-50298), is being filed solely for the purposes of (i) revising the descriptions of Exhibits 4.2, 10.8, 10.20, 10.21, 31.1, 31.2, and 101.1 in the Exhibit list contained in Item 15(b) of the Initial Form 10-K to correct certain clerical errors, (ii) revising Exhibits 10.8, 10.19, 10.20 and 10.23 to include certain schedules and attachments that were previously inadvertently omitted, (iii) revising Exhibits 10.8, 10.19 and 10.23 to correct typographical errors on pages 9, 25 and 12, respectively, thereof, (iv) revising Exhibits 10.7, 10.8 and 10.20 to include conformed signatures, (v) revising Exhibit 23.2 to correct the Form S-8 registration number referred to therein and (vi) listing Exhibits 4.3 and 4.6 that were previously inadvertently omitted. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment restates in its entirety Item 15(b) of the Initial Form 10-K and contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are filed herewith. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of such certifications have been omitted.

This Amendment does not reflect events occurring after the filing of the Initial Form 10-K or modify or update the disclosures contained in the Initial Form 10-K in any way other than as discussed above.

We hereby amend and restate Item 15(b) of the Initial Form 10-K as follows:

(b) Exhibits

3.1 Certificate of Incorporation (incorporated by reference from our current report on Form 8-K filed March 14, 2011).

3.2 By-laws (incorporated by reference from our current report on Form 8-K filed March 14, 2011).

4.1 Specimen Stock Certificate (incorporated by reference from our registration statement on Form S-1 filed March 24, 2011).

4.2 Common Stock Purchase Warrant issued to Attara Fund, Ltd. on January 10, 2011, and transferred to Regals Fund LP on March 11, 2012 (incorporated by reference from our quarterly report on Form 10-Q filed January 13, 2011).

4.3* Amendment No. 1, dated August 28, 2012, to Common Stock Purchase Warrant transferred to Regals Fund LP on March 11, 2012.

4.4 Form of Common Stock Purchase Warrant used in 2010-2011 private placement (incorporated by reference from our registration statement on Form S-1 filed March 24, 2011).

4.5 Form of Common Stock Purchase Warrant used in 2012 private placements (incorporated by reference from our annual report on Form 10-K filed December 12, 2012).

4.6 Form of Common Stock Purchase Warrant issued to Regals Fund LP (incorporated by reference from Exhibit 10.20 to this Amendment No. 1 on Form 10-K/A filed December 21, 2012).

10.1+ Consulting Agreement by and between Oramed Ltd. and KNRV, Ltd., entered into as of July 1, 2008 for the services of Nadav Kidron (incorporated by reference from our current report on Form 8-K filed on July 2, 2008).

- 10.2+Consulting Agreement by and between Oramed Ltd. and KNRV, Ltd., entered into as of July 1, 2008 for the services of Miriam Kidron (incorporated by reference from our current report on Form 8-K filed on July 2, 2008).
- 10.3+Oramed Pharmaceuticals Inc. 2008 Stock Incentive Plan (incorporated by reference from our current report on Form 8-K filed on July 2, 2008).
- 10.4+Form of Notice of Stock Option Award and Stock Option Award Agreement (incorporated by reference from our current report on Form 8-K filed on July 2, 2008).
- 10.5+Employment Agreement dated as of April 19, 2009, by and between Oramed Ltd. and Yifat Zommer (incorporated by reference from our current report on Form 8-K filed on April 22, 2009).
- 10.6Consulting Service Agreement dated April 21, 2009, between Oramed Ltd. and ADRES Advanced Regulatory Services Ltd. (incorporated by reference from our current report on Form 8-K filed April 22, 2009).
- 10.7*Amendment to Consulting Service Agreement dated February 26, 2012, between Oramed Ltd. and ADRES Advanced Regulatory Services Ltd.
- 10.8*+Clinical Trial Agreement dated September 11, 2011, between Oramed Ltd., Hadasit Medical Research Services and Development Ltd., Miriam Kidron and Daniel Schurr.
- 10.9+Clinical Trial Agreement dated July 8, 2009, between Oramed Ltd., Hadasit Medical Research Services and Development Ltd., Miriam Kidron and Itamar Raz (incorporated by reference from our current report on Form 8-K filed July 9, 2009).
- 10.10Agreement dated January 7, 2009, between Oramed Pharmaceuticals Inc. and Hadasit Medical Research Services and Development Ltd. (incorporated by reference from our current report on Form 8-K filed January 7, 2009).
- 10.11Joint Venture Agreement dated June 1, 2010, between Oramed Ltd. and LASER Detect Systems Ltd (now known as D.N.A Biomedical Solutions Ltd.) (incorporated by reference from our quarterly report on Form 10-Q filed July 14, 2010).
- 10.12Manufacturing and Supply Agreement dated July 5, 2010, between Oramed Ltd. and Sanofi-Aventis Deutschland GMBH (incorporated by reference from our current report on Form 8-K filed July 14, 2010).
- 10.13Securities Purchase Agreement between Oramed Pharmaceuticals Inc. and Attara Fund, Ltd., dated as of December 21, 2010 (incorporated by reference from our quarterly report on Form 10-Q filed January 13, 2011).
- 10.14Share Purchase Agreement dated February 22, 2011, between Oramed Ltd. and D.N.A Biomedical Solutions Ltd. (incorporated by reference from our registration statement on Form S-1 filed March 24, 2011).
- 10.15Patent Transfer Agreement dated February 22, 2011, between Oramed Ltd. and Entera Bio Ltd. (incorporated by reference from our registration statement on Form S-1 filed March 24, 2011).

- 10.16 Form of Securities Purchase Agreement used in 2010-2011 private placement (incorporated by reference from our registration statement on Form S-1 filed March 24, 2011).
- 10.17+ Form of Indemnification Agreements dated March 11, 2011, between Oramed Pharmaceuticals Inc. and each of our directors and officers (incorporated by reference from our definitive proxy statement on Schedule 14A filed on January 31, 2011).
- 10.18+ Agreement dated June 21, 2011, with Dr. Michael Berelowitz (incorporated by reference from our current report on Form 8-K filed June 22, 2011).
- 10.19* Form of Securities Purchase Agreement used in 2012 private placements.
- 10.20* Securities Purchase Agreement used in 2012 private placement with Regals Fund LP.
- 10.21 Master Services Agreement dated September 27, 2012, between Oramed Ltd. and Medpace, Inc. (incorporated by reference from our annual report on Form 10-K filed December 12, 2012).
- 10.22 MEDPACE Task Order Number: 1 dated September 27, 2012, between Oramed Ltd. and Medpace, Inc. (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference from our annual report on Form 10-K filed December 12, 2012).
- 10.23* Securities Purchase Agreement dated October 30, 2012, between Oramed Pharmaceuticals Inc. and D.N.A Biomedical Solutions Ltd.
- 21.1 Subsidiary (incorporated by reference from our annual report on Form 10-K filed December 12, 2012).
- 23.1 Consent of Kesselman & Kesselman, Independent Registered Public Accounting Firm (incorporated by reference from our annual report on Form 10-K filed December 12, 2012).
- 23.2* Consent of Malone & Bailey, PC, Independent Registered Public Accounting Firm.
- 31.1# Certification Statement of the Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
- 31.2# Certification Statement of the Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
- 31.3* Certification Statement of the Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
- 31.4* Certification Statement of the Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
- 32.1** Certification Statement of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350.
- 32.2** Certification Statement of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350.
- 101.1

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The following financial statements from the Company's annual report on Form 10-K for the year ended August 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Changes in Stockholders' Equity, (iv) Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail (incorporated by reference from our annual report on Form 10-K filed December 12, 2012).

* Filed herewith.

** Furnished with the Initial Form 10-K.

Filed with the Initial Form 10-K.

+ Management contract or compensation plan.

SIGNATURE

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORAMED PHARMACEUTICALS INC.

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

Date: December 21, 2012

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