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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 25, 2021

ADMA BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-36728	56-2590442
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
465 State Route 17, Ramsey, New Jersey		07446
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (201) 478-5552

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	ADMA	Nasdaq Global Market
Preferred Share Purchase Rights	-	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

On October 25, 2021, ADMA Biologics, Inc., a Delaware corporation (the "Company"), announced that it has completed the sale of 57.5 million shares of common stock, $0.0001 par value per share (the "Common Stock"), inclusive of 7.5 million shares of Common Stock issued and sold pursuant to the full exercise of the Underwriters' (as defined below) option to purchase additional shares of Common Stock pursuant to Section 2 of the Underwriting Agreement, dated as of October 21, 2021, entered into by and between the Company and Raymond James & Associates, Inc., as representative of the several underwriters named therein (the "Underwriters"). The Company received gross proceeds of $57.5 million before deducting the underwriting discounts and commissions and fees and expenses payable by the Company in connection with offering. Raymond James & Associates, Inc. and Cantor Fitzgerald & Co. acted as joint book-running managers for the offering.

A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Exhibits

(d) Exhibits

Exhibit No.	**Description**
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)
99.1	Press Release of the Company, dated October 25, 2021
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

October 25, 2021

ADMA Biologics, Inc.

By: /s/ Brian Lenz
Name: Brian Lenz
Title: Executive Vice President and Chief Financial Officer

Exhibit 5.1

Morgan Lewis

October 25, 2021

ADMA Biologics, Inc.
465 State Route 17
Ramsey, NJ 07446

Re: ADMA Biologics, Inc. Registration Statement on Form S-3 (333-256643)

Ladies and Gentlemen:

We have acted as counsel for ADMA Biologics, Inc., a Delaware corporation (the "Company"), in connection with the offering and sale by the Company of 57,500,000 shares (the "Shares") of common stock, $0.0001 par value per share, of the Company (the "Common Stock") pursuant to that certain Underwriting Agreement, dated October 21, 2021, by and between the Company and Raymond James & Associates, Inc., as representative of the several underwriters named therein (the "Underwriting Agreement").

As to all matters of fact (including factual conclusions and characterizations and descriptions of purpose, intention or other state of mind), we have relied, with your permission, entirely upon written actions by the Board of Directors of the Company and certificates of certain officers of the Company and have assumed, without independent inquiry, the accuracy of those certificates and written actions by the Board of Directors of the Company.

As counsel to the Company, in rendering the opinions hereinafter expressed, we have examined and relied upon originals or copies of such corporate records, agreements, documents and instruments as we have deemed necessary or advisable for purposes of this opinion, including (i) the certificate of incorporation and bylaws of the Company, each as amended to date, (ii) the Company's registration statement on Form S-3 (Registration No. 333-256643) (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), which was declared effective on August 3, 2021, (iii) the Prospectus Supplement, dated October 21, 2021, filed by the Company with the Commission on October 21, 2021 and the accompanying base prospectus, (iv) the Underwriting Agreement and (v) the written actions of the Board of Directors of the Company referenced above.

This opinion is limited solely to the Delaware General Corporation Law without regard to choice of law, to the extent that the same may apply to or govern the transactions contemplated by the Registration Statement. We express no opinion as to the effect of events occurring, circumstances arising, or changes of law becoming effective or occurring, after the date hereof on the matters addressed in this opinion.

Morgan, Lewis & Bockius llp

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Based on such examination and subject to the foregoing, we are of the opinion that the Shares, when issued by the Company and delivered by the Company against payment therefor as contemplated by and in accordance with the procedures set forth in the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder. In rendering this opinion, we are opining only as to the specific legal issues expressly set forth herein, and no opinion shall be inferred as to any other matter or matters. This opinion is intended solely for use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

Exhibit 99.1

ADMA Biologics Announces Closing of $57.5 Million Public Offering Including Full Exercise of Underwriters' Option to Purchase Additional Shares

RAMSEY, NJ and BOCA RATON, FL, October 25, 2021 -- ADMA Biologics, Inc. (Nasdaq: ADMA), an end-to-end commercial biopharmaceutical company dedicated to manufacturing, marketing and developing specialty plasma-derived biologics, today announced the closing of its previously announced underwritten public offering of 50 million shares of its common stock at a public offering price of $1.00 per share, in addition to the exercise in full of the underwriters' option to purchase an additional 7.5 million shares of common stock. The gross proceeds from the exercise of the overallotment option were $7.5 million, bringing the total gross proceeds to ADMA from the offering to $57.5 million, before deducting underwriting discounts and commissions and other estimated offering expenses.

ADMA intends to use the net proceeds from this offering (i) to advance the commercial sales of its U.S. Food and Drug Administration (FDA)-approved products through the procurement of raw materials for the manufacturing of BIVIGAM® and ASCENIV™; (ii) to expand its plasma collection facility network; (iii) to scale up the manufacturing capacity of its Boca Raton facility and to make continuous improvements in order to adhere to current Good Manufacturing Practice (cGMP) compliance; (iv) to explore business development opportunities; and (v) for general corporate purposes and other capital expenditures.

Raymond James & Associates, Inc. and Cantor Fitzgerald & Co. acted as joint book-running managers for the offering.

The offering of the securities described above was made by the Company pursuant to a "shelf" registration statement on Form S-3 (File No. 333-256643) previously filed with the Securities and Exchange Commission ("SEC") and declared effective on August 3, 2021. The final prospectus supplement and the accompanying prospectus relating to the offering was filed with the SEC on October 21, 2021 and is available on the SEC's website at www.sec.gov. Electronic copies of the final prospectus supplement and the accompanying prospectus relating to the offering may be obtained from Raymond James & Associates, Inc., Attention: Equity Syndicate, 880 Carillon Parkway, St. Petersburg, Florida 33716, or by telephone at (800) 248-8863, or e-mail at prospectus@raymondjames.com, or from Cantor Fitzgerald & Co., Attn: Capital Markets, 499 Park Avenue, 4th Floor, New York, New York 10022 or by e-mail at prospectus@cantor.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About ADMA Biologics, Inc. (ADMA)

ADMA Biologics is an end-to-end commercial biopharmaceutical company dedicated to manufacturing, marketing and developing specialty plasma-derived biologics for the treatment of immunodeficient patients at risk for infection and others at risk for certain infectious diseases. ADMA currently manufactures and markets three United States Food and Drug Administration (FDA)-approved plasma-derived biologics for the treatment of immune deficiencies and the prevention of certain infectious diseases: ASCENIV™ (immune globulin intravenous, human – slra 10% liquid) for the treatment of primary humoral immunodeficiency (PI); BIVIGAM® (immune globulin intravenous, human) for the treatment of PI; and NABI-HB® (hepatitis B immune globulin, human) to provide enhanced immunity against the hepatitis B virus. ADMA manufactures its immune globulin products at its FDA-licensed plasma fractionation and purification facility located in Boca Raton, Florida. Through its ADMA BioCenters subsidiary, ADMA also operates as an FDA-approved source plasma collector in the U.S., which provides a portion of its blood plasma for the manufacture of its products. ADMA's mission is to manufacture, market and develop specialty plasma-derived, human immune globulins targeted to niche patient populations for the treatment and prevention of certain infectious diseases and management of immune compromised patient populations who suffer from an underlying immune deficiency, or who may be immune compromised for other medical reasons. ADMA has received U.S. Patents: 9,107,906, 9,714,283, 9,815,886, 9,969,793 and 10,259,865 related to certain aspects of its products and product candidates. For more information, please visit www.admabiologics.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements" pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, about ADMA Biologics, Inc. ("we," "our" or the "Company"). Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate, or imply future results, performance or achievements, and may contain such words as "estimate," "project," "intend," "forecast," "target," "anticipate," "plan," "planning," "expect," "believe," "will," "is likely," "will likely," "should," "could," "would," "may," or, in each case, their negative, or words or expressions of similar meaning. These forward-looking statements include statements about ADMA's intended use of proceeds generated from the offering. Actual events or results may differ materially from those described in this document due to a number of important factors. Current and prospective security holders are cautioned that there also can be no assurance that the forward-looking statements included in this press release will prove to be accurate. Except to the extent required by applicable laws or rules, ADMA does not undertake any obligation to update any forward-looking statements or to announce revisions to any of the forward-looking statements. Forward-looking statements are subject to many risks, uncertainties and other factors that could cause our actual results, and the timing of certain events, to differ materially from any future results expressed or implied by the forward-looking statements, including, but not limited to, risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the public offering and the risks and uncertainties described in our filings with the U.S. Securities and Exchange Commission, including our most recent reports on Form 10-K, 10-Q and 8-K, and any amendments thereto.

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