
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

ADAMIS PHARMACEUTICALS CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

82-0429727
(I.R.S. Employer
Identification No.)

11682 El Camino Real, Suite 300
San Diego, CA 92130
(Address of Principal Executive Offices)

Adamis Pharmaceuticals Corporation
2009 Equity Incentive Plan
(Full Title of the Plan)

Robert O. Hopkins
Chief Financial Officer
Adamis Pharmaceuticals Corporation
11682 El Camino Real, Suite 300
San Diego, CA 92130
(858) 997-2400
(Name, Address and Telephone Number of Agent For Service)

Copies to:
C. Kevin Kelso, Esq.
Weintraub Tobin Chediak Coleman Grodin Law Corporation
400 Capitol Mall, Suite 1100
Sacramento, CA 95814

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. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	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

Title of Securities to be Registered	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value, to be issued under the 2009 Equity Incentive Plan (" <i>Plan</i> ")	1,099,577(3)	\$ 4.85(1)	\$ 5,332,948.45	\$ 618.09

- (1) Estimated pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices per share of the common stock of the Registrant on June 21, 2017, as reported on The NASDAQ Capital Market on June 21, 2017.
- (2) Pursuant to Rule 416(a), this Registration Statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (3) Includes shares that were automatically added to the shares authorized for issuance under the Plan pursuant to the Evergreen Provision (defined below) of the 2009 Equity Incentive Plan (the "*Plan*").

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933 (the "*Securities Act*"), this Registration Statement is filed by Adamis Pharmaceuticals Corporation (the "*Registrant*" or the "*Company*") for the purpose of registering additional shares of Common Stock under the Plan. The basis for this calculation is as follows. The Plan provides that an additional number of shares will automatically be added annually to the 411,765 shares initially authorized for issuance under the Plan on January 1, from 2010 until 2019. The number of shares added each year will be equal to (i) five percent (5%) of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year, or (ii) a lesser number of shares of Common Stock determined by the Board of Directors before the start of a calendar year for which an increase applies (the "*Evergreen Provision*"). Accordingly, the number of shares of Common Stock available for issuance under the Plan was increased by 1,099,577 shares effective January 1, 2017. Accordingly, this Registration Statement registers 1,099,577 additional shares of Common Stock available for issuance under the Plan as a result of such increase and the Evergreen Provisions.

The shares of Common Stock registered pursuant to this Registration Statement are of the same class of securities as the (i) 411,765 shares of Common Stock registered for issuance under the Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-159229) originally filed on May 13, 2009 (the "*Original Registration Statement*"), (ii) 136,938 shares of Common Stock registered for issuance under the Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration Number 333-169106) originally filed on August 30, 2010 (the "*Second Registration Statement*"), (iii) 239,972 shares of Common Stock registered for issuance under the Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration Number 333-175383) originally filed on July 7, 2011 (the "*Third Registration Statement*"), (iv) the 1,073,977 shares of Common Stock registered for issuance under the Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration Number 333-194635) originally filed on March 17, 2014 (the "*Fourth Registration Statement*"), (v) the 1,532,597 shares of Common Stock registered for issuance under the Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration Number 333-201742) originally filed on January 29, 2015 (the "*Fifth Registration Statement*"), and (vi) the 5,171,583 shares of Common Stock registered for issuance under the Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration Number 333-211773) originally filed on June 2, 2016 (the "*Sixth Registration Statement*"). The contents of the Original Registration Statement, the Second Registration Statement, the Third Registration Statement, the Fourth Registration Statement, the Fifth Registration Statement and the Sixth Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated herein by this reference. Any items in the Original Registration Statement, the Second Registration Statement, the Third Registration Statement, the Fourth Registration Statement, the Fifth Registration Statement and the Sixth Registration Statement, not expressly changed hereby shall be as set forth in the Original Registration Statement, the Second Registration Statement, the Third Registration Statement, the Fourth Registration Statement, the Fifth Registration Statement and the Sixth Registration Statement, as applicable.

On December 12, 2013, the Company effected a 1-for-17 reverse stock split of the Company's issued and outstanding Common Stock. In connection with the reverse stock split, the total number of shares then-authorized for issuance under the Plan decreased proportionately to reflect the reverse stock split. The share totals contained in this Registration Statement reflect the 1-for-17 reverse stock split.

PART I
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 1. REGISTRANT INFORMATION AND EMPLOYEE PLAN INFORMATION

Not required to be filed with this Registration Statement.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN INFORMATION

Not required to be filed with this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INFORMATION INCORPORATED BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents and information previously filed with the Securities and Exchange Commission ("*Commission*"):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), since the end of the fiscal year covered by the annual report referred to in (a) above.
- (c) The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A (Reg. No. 000-26372) filed with the Commission on September 7, 2004 and registration statement on Form 8-A (Reg. No. 001-36242) filed with the Commission on December 11, 2013 under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.
- (d) All documents that we subsequently file under Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act before we file 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 a part hereof from the date of filing of such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof, shall not be incorporated by reference into this Registration Statement.

Any statement incorporated herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was illegal. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses, which such officer or director has actually and reasonably incurred. The Registrant's amended and restated certificate of incorporation and amended and restated bylaws provide for the indemnification of its directors and officers to the fullest extent permitted under the Delaware General Corporation Law.

Registrant has entered into Indemnity Agreements with its current directors to give such directors additional contractual assurances regarding the scope of the indemnification set forth in the amended and restated certificate of incorporation and to provide additional procedural protections.

See also the undertakings set out in response to Item 9.

The indemnification provisions in the Registrant's Bylaws and the Indemnity Agreements described above may be sufficiently broad to indemnify such individuals, under certain circumstances, for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8.**EXHIBITS.**

The following documents are filed as exhibits to this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
4.01	Restated Certificate of Incorporation (Incorporated by reference to exhibits filed with the Company's registration statement on Form S-8, file no. 333-194635, filed on March 17, 2014.).
4.02	Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock. (Incorporated by reference to exhibits filed with the Report on Form 8-K, filed on August 20, 2014.)
4.03	Certificate of Designation of Preferences, Rights and Limitations of Series A-1 Convertible Preferred Stock. (Incorporated by reference to exhibits filed with the Report on Form 8-K, filed on January 26, 2016).
4.04	Amended and Restated Bylaws of the Company (incorporated herein by reference to exhibits previously filed on Form S-4/A filed January 12, 2009, file no. 333-155322).
4.05	Adamis Pharmaceuticals Corporation 2009 Equity Incentive Plan (incorporated herein by reference to exhibits filed with the Company's Quarterly Report on Form 10-Q, filed November 14, 2014).
4.06	Form of Option Agreements under 2009 Equity Incentive Plan (incorporated by reference to exhibits filed with the Form 8-K, filed on September 16, 2011).
4.07	Form of Restricted Stock Unit Award Grant Notice and Award Agreement under 2009 Equity Incentive Plan. (incorporated by reference to exhibits filed with the Registration Statement on Form S-8, file no. 333-194635, filed March 17, 2014).
4.08	Form of Restricted Stock Unit Award Grant Notice and Award Agreement for Non-Employee Directors under 2009 Equity Incentive Plan. (incorporated by reference to exhibits filed with the Registration Statement on Form S-8, file no. 333-194635, filed March 17, 2014).
4.09	Form of Option Agreement for Non-Employee Directors (incorporated by reference to exhibits filed with the Report on Form 8-K, filed January 13, 2011).
5.01	<u>Opinion of Weintraub Tobin Chediak Coleman Grodin Law Corporation.</u>
23.01	<u>Consent of Mayer Hoffman McCann P.C., Independent Registered Public Accounting Firm.</u>
23.02	<u>Consent of Hudson Cisne & Co. LLP, Independent Registered Public Accounting Firm</u>
23.03	Consent of Weintraub Tobin Chediak Coleman Grodin Law Corporation (included in Exhibit 5.01).
24.01	Power of Attorney (see signature page).

ITEM 9.**UNDERTAKINGS.**

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that (i) and (ii) do not apply if the information required to be included in a post-effective amendment thereby is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 the City of San Diego, California, on this 23rd day of June, 2017.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Dennis J. Carlo and Robert O. Hopkins, and each of them, his attorneys-in-fact, and agents, each with the power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in one or more counterparts.

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>Name</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
<u>/s/ Dennis J. Carlo</u> Dennis J. Carlo, Ph.D.	Chief Executive Officer and Director	June 23, 2017
Principal Financial Officer and Principal Accounting Officer:		
<u>/s/ Robert O. Hopkins</u> Robert O. Hopkins	Vice President, Finance, Chief Financial Officer and Secretary	June 23, 2017
Directors:		
<u>/s/ David J. Marguglio</u> David J. Marguglio	Director	June 23, 2017
<u>/s/ William C. Denby, III</u> William C. Denby, III	Director	June 23, 2017
<u>/s/ Robert B. Rothermel</u> Robert B. Rothermel	Director	June 23, 2017
<u>/s/ Richard C. Williams</u> Richard C. Williams	Director	June 23, 2017

June 23, 2017

Adamis Pharmaceuticals Corporation
11682 El Camino Real Road, Suite 300
San Diego, CA 92130

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Adamis Pharmaceuticals Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") on or about June 23, 2017, in connection with the registration under the Securities Act of 1933, as amended, of 1,099,577 (the "Shares") of the Company's Common Stock pursuant to the Company's 2009 Equity Incentive Plan (the "Plan"). This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In rendering this opinion, we have examined such documents, certificates and records as we have deemed appropriate for purposes of this letter.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

As to matters of fact relevant to this opinion, we have relied solely upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters, without having independently verified such factual matters; however, we are not aware of any facts that would cause us to believe that the opinion expressed herein is not accurate.

We are admitted to practice law in the State of California, and we render this opinion only with respect to, and express no opinion herein with concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, of the State of California and of the Delaware General Corporation Law, the Delaware constitution and reported judicial decisions relating thereto.

In connection with our opinion expressed below, we have assumed that, at or before the time of the delivery of any Shares, the Registration Statement will have been declared effective under the Securities Act, that the registration will apply to such Shares and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such Shares.

Based on the foregoing, it is our opinion that the 1,099,577 Shares that may be issued and sold by the Company upon the exercise of options or pursuant to other awards granted or to be granted under the Plan, when issued, sold and delivered in accordance with the Plan and applicable award agreements entered or to be entered into thereunder, and in the manner and for the consideration stated in the Registration Statement and the relevant prospectus included therein, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectus constituting a part thereof and any amendments thereto. This opinion speaks only as of its date and we assume no obligation to update this opinion should circumstances change after the date hereof. This opinion is intended solely for your use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Sincerely,

/s/ Weintraub Tobin Chediak Coleman Grodin

WEINTRAUB TOBIN CHEDIAK COLEMAN GRODIN LAW CORPORATION

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 March 30, 2017, relating to the consolidated financial statements of Adamis Pharmaceuticals Corporation and Subsidiaries (the "Company"), which report appears in the annual report on Form 10-K of the Company for the year ended December 31, 2016, and includes an explanatory paragraph as to an uncertainty with respect to the Company's ability to continue as a going concern.

/s/ Mayer Hoffman McCann P.C.

MAYER HOFFMAN McCANN P.C.

San Diego, California

June 23, 2017

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Adamis Pharmaceuticals Corporation of our report dated March 29, 2016 (which includes an explanatory paragraph relating to the uncertainty of the company's ability to continue as a going concern), relating to the financial statements of U.S. Compounding, Inc. as of and for the periods ended December 31, 2015 and December 31, 2014, which report is included in the Current Report on Form 8-K/A of Adamis Pharmaceuticals Corporation filed with the Securities and Exchange Commission on June 24, 2016.

/s/ HUDSON CISNE & CO. LLP

Little Rock, Arkansas
June 23, 2017
