

ORAMED PHARMACEUTICALS INC.
Form 8-K
April 16, 2019

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): **April 12, 2019**

ORAMED PHARMACEUTICALS INC.
(Exact name of registrant as specified in its charter)

DELAWARE **001-35813** **98-0376008**
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

142 W. 57th Street, New York, New York 10018
(Address of Principal Executive Offices) (Zip Code)

844-967-2633

(Registrant's telephone number, including area code)

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:

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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))

Indicate by check mark whether the registrant is an emerging growth company 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 1.02. Termination of a Material Definitive Agreement.

On April 12, 2019, Oramed Pharmaceuticals Inc. (the “Company”), David M. Slager, a member of the board of directors of the Company, and Regals Capital LP (“Regals”), entered into a letter agreement terminating the letter agreement among them dated February 5, 2013 (the “2013 Letter Agreement”), pursuant to which the Company had agreed not to (1) grant stock options with an exercise price of less than \$6.00 per share or (2) grant stock options exercisable into more than 125,000 shares of common stock of the Company without the consent of the three largest non-founding shareholders.

As consideration for the termination of the 2013 Letter Agreement, the board of directors of the Company granted to Mr. Slager options to purchase an aggregate of 20,000 shares of common stock of the Company at an exercise price equivalent to the closing price of the Company's common stock on the date of grant. The options will vest immediately.

SIGNATURES

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.

**ORAMED
PHARMACEUTICALS
INC.**

By: /s/ Nadav Kidron
Name: Nadav Kidron
Title: President and CEO

April 16, 2019