

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Amedica Corporation
(Exact name of registrant as specified in its charter)

Delaware	3841	84-1375299
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(IRS Employer Identification No.)

1885 West 2100 South
Salt Lake City, UT 84119
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

B. Sonny Bal, MD
President and Chief Executive Officer
Amedica Corporation
1885 West 2100 South
Salt Lake City, UT, 84119
(801) 839-3500
(Name, address, including zip code, and telephone number, including area code, of agent for service)

<p style="text-align:center">Sam Gardiner David F. Marx Dorsey & Whitney LLP 136 South Main Street, Suite 1000 Salt Lake City, Utah 84101</p>	<p><i>with copies to:</i> Ty Lombardi, Chief Financial Officer Amedica Corporation 1885 West 2100 South Salt Lake City, UT, 84119 (801) 839-3500</p>	<p>Joseph Smith Michael Nertney Ellenoff Grossman & Schole, LLP 1345 Avenue of the Americas New York, NY 10105</p>
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

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, check the following box. [X]

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. 333-211520)

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 post-effective amendment filed pursuant to Rule 462(d) 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. []

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

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"/> [X]	

CALCULATION OF REGISTRATION FEE

Title of	Proposed maximum aggregate	Amount of
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securities to be registered ⁽¹⁾	offering price ⁽¹⁾⁽²⁾	Registration Fee ^{(2) (4)}
Class A Units consisting of:	\$ 1,150,000	\$ 115.81
(i) shares of common stock, par value \$0.01 per share		
(ii) Series E Warrants to purchase common stock ⁽³⁾		
Class B Units consisting of:		
(i) Series A Convertible Preferred Stock ⁽³⁾		
(ii) Common Stock issuable on conversion of Series A Convertible Preferred Stock		
(iii) Series E Warrants to purchase common stock ⁽³⁾		
Common stock issuable upon exercise of the Series E Warrants	533,928	53.77
Total	\$ 1,683,938	\$ 169.58

(1) Pursuant to Rule 416 under the Securities Act of 1933, the securities registered also include such indeterminate amounts and numbers of shares of common stock issuable to cover additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Also includes the offering price of additional units that the underwriters have the option to purchase.

(2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.

(3) No separate fee required pursuant to Rule 457 under the Securities Act of 1933.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

This 462(b) Registration Statement relates to the public offering of Class A Units and Class B Units (the "Offering") contemplated by the Registration Statement on Form S-1 (File No. 333-211520), which was initially filed with the Securities and Exchange Commission (the "SEC") on May 20, 2016, and which, as amended, was declared effective by the SEC on July 1, 2016 (the "Prior Registration Statement"). This Registration Statement on Form S-1 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purposes of registering additional securities of the same class as were included in the Prior Registration Statement, representing an increase in the maximum aggregate offering price by \$1,683,928. The contents of the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Salt Lake City, Utah on July 5, 2016.

AMEDICA CORPORATION

By: /s/ B. Sonny Bal MD

B. Sonny Bal
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ B. Sonny Bal</u> B. Sonny Bal, MD	Chief Executive Officer, President and Chairman of the Board of Directors (principal executive officer)	July 5, 2016
<u>/s/ Ty Lombardi</u> Ty A. Lombardi	Chief Financial Officer (principal financial and accounting officer)	July 5, 2016
<u>*</u> Eric A. Stookey	Director	July 5, 2016
<u>*</u> David W. Truetzel	Director	July 5, 2016
<u>*</u> Jeffrey S. White	Director	July 5, 2016
<u>*By: /s/ B. Sonny Bal</u> B. Sonny Bal, MD Attorney-in-fact		

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed with this Report</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
5.1	Opinion of Counsel with respect to the legality of the securities being registered	X			
23.1	Consent of Independent Registered Public Accounting Firm	X			
23.2	Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)	X			
24.1	Power of Attorney		Form S-1 (Exhibit 24.1)	5/23/16	333-2111520

OPINION AND CONSENT OF DORSEY & WHITNEY LLP

July 5, 2016

Amedica Corporation
1885 West 2100 South
Salt Lake City, UT 84119

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Amedica Corporation, a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-1 (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"), relating to the registration by the Company of up to \$1,683,938 of (i) Class A Units, consisting of shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") and one Series E Warrant to purchase one share of Common Stock, (ii) Class B Units, consisting of shares of the Company's Series A Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock") and one Series E Warrant to purchase one share of Common Stock, (iii) Common Stock issuable upon conversion of the Series A Preferred Stock (the "Conversion Shares") and (iv) Common Stock issuable upon exercise of the Series E Warrants (the "Series E Warrant Shares").

We have examined such documents and have reviewed such questions of law as we have considered necessary or appropriate for the purposes of our opinions set forth below. In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements and instruments, that such agreements and instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements and instruments are the valid, binding and enforceable obligations of such parties. We have further assumed that the Class A Units and the Class B Units will be priced by the Pricing Committee established by the authorizing resolutions adopted by the Company's Board of Directors in accordance with such resolutions. As to questions of fact material to our opinions, we have relied upon certificates or comparable documents of officers and other representatives of the Company and of public officials.

Based on the foregoing, we are of the opinion that:

1. The shares of Common Stock included in the Class A Units, when issued and delivered against payment of the consideration therefor specified in the Registration Statement, will be validly issued, fully paid and non-assessable.
2. The shares of Series A Preferred Stock included in the Class B Units have been duly authorized and, upon issuance and delivery as described in accordance with the Certificate of Designation of the Series A Preferred Stock (the "Certificate of Designation") to be filed in connection with the offering contemplated by the Registration Statement and the Company's Restated Certificate of Incorporation (the "Certificate of Incorporation"), will be validly issued, fully paid and non-assessable.
3. The Conversion Shares initially issuable upon conversion of the Series A Preferred Stock, have been duly authorized and reserved for issuance and, upon issuance and delivery as described in the Certificate of Designation, will be validly issued, fully paid and non-assessable.
4. The Series E Warrants, when issued, executed and delivered to the purchasers thereof against payment of the consideration therefor as described in the Registration Statement, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
5. The Series E Warrant Shares initially issuable upon exercise of the Series E Warrants, have been duly authorized and reserved for issuance and, upon exercise of the Series E Warrants in accordance with the terms thereof and the Certificate of Incorporation, including, without limitation, payment of the consideration therefor as described in the Series E Warrants, will be validly issued, fully paid and non-assessable.

Our opinions set forth in paragraphs 2 and 4 above are subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar law relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws).

Our opinions set forth in paragraphs 2 and 4 above are subject to the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding in equity or at law.

Our opinions set forth in paragraphs 2 and 4 above are subject to limitations regarding the availability of indemnification and contribution where such indemnification or contribution may be limited by applicable law or the application of principles of public policy.

We express no opinion as to the enforceability of (i) provisions that relate to choice of law, forum selection or submission to jurisdiction (including, without limitation, any express or implied waiver of any objection to venue in any court or of any objection that a court is an inconvenient forum) to the extent that the validity, binding effect or enforceability of any such provision is to be determined by any court other than a state court of the State of New York, (ii) waivers by the Company of any statutory or constitutional rights or remedies, (iii) terms which excuse any person or entity from liability for, or require the Company to indemnify such person or entity against, such person's or entity's negligence or willful misconduct or (iv) obligations to pay any prepayment premium, default interest rate, early termination fee or other form of liquidated damages, if the payment of such premium, interest rate, fee or damages may be construed as unreasonable in relation to actual damages or disproportionate to actual damages suffered as a result of such prepayment, default or termination.

We draw your attention to the fact that, under certain circumstances, the enforceability of terms to the effect that provisions may not be waived or modified except in writing may be limited.

Our opinions expressed above are limited to the laws of the State of New York and the Delaware General Corporation Law and the federal laws of the United States of America.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and to the reference to our firm under the heading "Legal Matters" in the prospectus constituting part of the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Dorsey & Whitney LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Amedica Corporation

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 23, 2016 with respect to the audited consolidated financial statements of Amedica Corporation as of December 31, 2015 and 2014 and for the years then ended, which contains an explanatory paragraph describing the conditions that raise substantial doubt about the Company's ability to continue as a going concern as described in Note 1 to the financial statements.

We also consent to the reference to us under the heading "Experts" in this Registration Statement.

/s/ Mantyla McReynolds, LLC

Mantyla McReynolds, LLC

Salt Lake City, Utah

July 5, 2016

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