

**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
(State or other jurisdiction of
incorporation or organization)

3841
(Primary Standard Industrial
Classification Code Number)

84-1375299
(IRS Employer
Identification No.)

1885 West 2100 South
Salt Lake City, UT 84119
(801) 839-3500

(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)

with copies to:

David F. Marx
Michael R. Newton
Dorsey & Whitney LLP
111 South Main Street, Suite 2100
Salt Lake City, UT 84111

Barry I. Grossman
Sarah E. Williams
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas, 11th Floor
New York, NY 10105

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. [X] (333-223032)

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, a smaller reporting company, or an emerging growth 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:

Large accelerated filer []

Accelerated filer []

Non-accelerated filer []

Smaller reporting company [X]

Emerging growth company [X]

(Do not check if a smaller reporting 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 7(a)(2)(B) of the Securities Act. []

CALCULATION OF REGISTRATION FEE

<u>Title of each class of securities to be registered</u>	<u>Proposed Maximum Aggregate Offering Price (1)</u>	<u>Amount of Registration Fee (5)</u>
Units consisting of shares of Series B Preferred Stock, par value \$0.01 per share, and Warrants to purchase shares of Common Stock, par value \$0.01 per share	\$ 2,500,000	\$ 311.25
Series B Preferred Stock included as part of the Units	Included with Units above	—
Warrants to purchase shares of Common Stock included as part of the Units (2)	Included with Units above	—
Common Stock issuable upon conversion of the Series B Preferred Stock (3)(4)	—	—
Common Stock issuable upon exercise of the Warrants (4)	\$ 2,500,000	\$ 311.25
Total	\$ 5,000,000	\$ 622.50

- (1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Act").
- (2) Pursuant to Rule 457(g) of the Act, no separate registration fee is required for the Warrants because the Warrants are being registered in the same registration statement as the Common Stock of the Registrant issuable upon exercise of the Warrants.
- (3) Pursuant to Rule 457(i) of the Act, no separate registration fee is required for the Common Stock issuable upon conversion of the Series B Preferred Stock because no additional consideration will be received in connection with the exercise of the conversion privilege.
- (4) In addition to the shares of Common Stock set forth in this table, pursuant to Rule 416 under the Act, this registration statement also registers such indeterminate number of shares of Common Stock as may become issuable upon conversion or exercise of these securities as the same may be adjusted as a result of stock splits, stock dividends, recapitalizations or other similar transactions.
- (5) Calculated pursuant to Rule 457(o) based on an estimate of the total proposed maximum aggregate offering price.

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 Units (the “Offering”) contemplated by the Registration Statement on Form S-1 (File No. 333-223032), as amended, which was initially filed with the Securities and Exchange Commission (the “SEC”) on February 14, 2018, and which, as amended, was declared effective by the SEC on May 10, 2018 (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 \$5,000,000. 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.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Filed with this Report	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
5.1	<u>Opinion of Counsel with respect to the legality of the securities being registered</u>	X			
23.1	<u>Consent of Independent Registered Public Accounting Firm, Tanner LLC</u>	X			
23.2	<u>Consent of Independent Registered Public Accounting Firm, BDO USA, LLP</u>	X			
23.3	<u>Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)</u>	X			
24.1	<u>Power of Attorney</u>		Form S-1 (Exhibit 24.1)	2/14/18	333- 223032

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Salt Lake City, Utah on May 10, 2018.

AMEDICA CORPORATION

By: /s/ B. Sonny Bal

B. Sonny Bal, M.D.

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 and on the dates indicated:

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ B. Sonny Bal</u> B. Sonny Bal, M.D.	Chief Executive Officer and Director (Principal Executive Officer and Principal Financial Officer)	May 10, 2018
<u>*</u> David W. Truetzel	Director	May 10, 2018
<u>*</u> Jeffrey S. White	Director	May 10, 2018
<u>*</u> Eric A. Stookey	Director	May 10, 2018
<u>* By: /s/ B. Sonny Bal</u> B. Sonny Bal, M.D. Attorney-in-Fact		

May 10, 2018

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 (i) a Registration Statement on Form S-1 (the "Initial 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 offer and sale by the Company of 12,500 units at a price of \$1,000 per unit, and (ii) a second registration statement on Form S-1 (the "Rule 462(b) Registration Statement") and, together with the Initial Registration Statement, the "Registration Statement") filed by the Company with the Commission pursuant to Rule 462(b) under the Securities Act relating to the offer and sale by the Company of 2,500 units at a price of \$1,000 per unit (the "Units"), with each Unit consisting of (A) one share of the Company's Series B Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), with each share of Preferred Stock initially convertible into a number of shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"; and the shares of Common Stock issuable upon conversion of the Preferred Stock, the "Conversion Shares"), as specified in the Registration Statement, and (B) a number of warrants as specified in the Registration Statement (the "Warrants"), with each Warrant to purchase one share of Common Stock (the shares of Common Stock issuable upon exercise of the Warrants, the "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 or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. 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 Units, when issued and delivered against payment 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.
 2. The Warrants, when issued and delivered against payment 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.
 3. The Warrant Shares, when issued upon exercise of the Warrants in accordance with the terms thereof and the Company's Restated Certificate of Incorporation (the "Certificate of Incorporation"), including, without limitation, the payment in full of applicable consideration, will be validly issued, fully paid and non-assessable.
 4. The shares of Preferred Stock, when issued and delivered against payment therefor as described in the Registration Statement, will be validly issued, fully paid and non-assessable.
 5. The Conversion Shares, when issued upon conversion of the Preferred Stock in accordance with the Certificate of Designation of the Series B Convertible Preferred Stock and the Certificate of Incorporation, will be validly issued, fully paid and non-assessable.
- (a) Our opinions set forth 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).
 - (b) Our opinions set forth 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.
 - (c) Our opinions set forth 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.
 - (d) For purposes of our opinions set forth above, we have assumed that the Warrants will be exercised by the holders thereof immediately following the issuance thereof and that the Preferred Stock will be converted into Common Stock by the holders thereof immediately following the issuance thereof.
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- (e) 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.
- (f) 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.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement, and to the reference to our firm under the heading "Legal Matters" in the prospectus constituting part of the Rule 462(b) 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

DFM/BR

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 29, 2018, with respect to the audited consolidated financial statements of Amedica Corporation as of December 31, 2017, and for the year 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/ Tanner, LLC

Tanner, LLC
Salt Lake City, Utah
May 10, 2018

Consent of Independent Registered Public Accounting Firm

Amedica Corporation
Salt Lake City, Utah

We hereby consent to the use in the Registration Statement on Form S-1 MEF filed pursuant to Rule 462(b) under the Securities Act of 1933 of our report dated September 19, 2017 (December 26, 2017 as to the effects of the restatement described in Note 13 and the reverse stock split described in Note 1), relating to the consolidated financial statements of Amedica Corporation, which is incorporated by reference in that Registration Statement. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

We also consent to the reference to us under the caption "Experts" in the Prospectus incorporated by reference into such Registration Statement.

/s/ BDO USA, LLP

BDO USA, LLP
Salt Lake City, Utah
May 10, 2018
