

SOLIGENIX, INC.

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 12/13/16

Address	29 EMMONS DRIVE SUITE C-10 PRINCETON, NJ 08540
Telephone	609-538-8200
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SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

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

SOLGENIX, INC.

(Exact name of registrant as specified in its charter)

Delaware

2834

41-1505029

(State or other jurisdiction of
incorporation or organization)

(Primary Standard Industrial
Classification Code Number)

(I.R.S. Employer
Identification No.)

Soligenix, Inc.
29 Emmons Drive, Suite C-10
Princeton, New Jersey 08540
(609) 538-8200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Christopher J. Schaber, Ph.D.
President and Chief Executive Officer
Soligenix, Inc.
29 Emmons Drive, Suite C-10
Princeton, New Jersey 08540
(609) 538-8200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Leslie J. Croland, Esq.
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Hank Gracin, Esq.
Patrick J. Egan, Esq.
Gracin & Marlow, LLP
The Chrysler Building
405 Lexington Avenue, 26th Floor

Approximate date of commencement of proposed sale to the public : As soon as practicable after the effective date of this Registration Statement.

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.

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. 333-214038

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, \$0.001 par value	\$ —	\$ —
Common Stock Purchase Warrants	\$ —	\$ —
Shares of Common Stock, \$0.001 par value per share, underlying Common Stock Purchase Warrants ⁽³⁾⁽⁴⁾⁽⁵⁾	\$ 637,963.22	\$ 73.94
Representative's Warrants	—	—
Shares of Common Stock underlying Representative's Warrants	\$ —	\$ —
Total	\$ 637,963.22	\$ 73.94

- (1) Estimated solely for purposes of calculating the registration fee according to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) The Registrant previously registered an aggregate of \$15,696,974.52 of its securities on the Registrant's Registration Statement on Form S-1 (File No. 333-214038) declared effective on November 22, 2016, for which a filing fee of \$1,819.29 was paid. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$637,963.22 is hereby registered.
- (3) Pursuant to Rule 416, the securities being registered hereunder include such indeterminate number of additional securities as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (4) Includes shares of common stock the underwriters have the option to purchase to cover over-allotments, if any. This registration statement also covers the preferred stock purchase rights issuable in accordance with the Rights Agreement, dated June 22, 2007, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, which are presently attached to and trade with the Registrant's common stock.
- (5) There will be issued a warrant to purchase one and one-quarter share of common stock for every share offered. The warrants are exercisable at a per share price equal to 125% of the common stock public offering price.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional warrants to purchase shares of common stock, par value \$0.001 per share, of Soligenix, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-214038), which was declared effective by the Securities and Exchange Commission on November 22, 2016, and all exhibits thereto are incorporated in this registration statement by reference.

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

The Registrant hereby certifies that it (i) has initiated and released a wire transfer to transmit the filing fee set forth on the cover page of this Registration Statement to the Securities and Exchange Commission's account as soon as practicable (but no later than the close of business on December 13, 2016), (ii) will not revoke such wire transfer, and (iii) has sufficient funds in the relevant account to cover the amount of such filing fee.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-214038 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith.

Exhibit No.	Description of Exhibit
5.1*	Opinion of Duane Morris LLP as to validity of the securities issued.
23.1*	Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Duane Morris LLP (included in Exhibit 5.1).
24.1†	Powers of Attorney

* Filed or furnished herewith

† Included on the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-214038) filed with the Commission on October 7, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on the 13th day of December, 2016.

SOLIGENIX, INC.

By: /s/ Christopher J. Schaber
Christopher J. Schaber, PhD
Chief Executive Officer and President

<u>Signature</u>	<u>Title</u>	<u>Date</u>
By: <u>/s/ Christopher J. Schaber</u> Christopher J. Schaber, PhD	Chairman, President and Chief Executive Officer (Principal Executive Officer)	December 13, 2016
By: <u>*</u> Keith L. Brownlie, CPA	Director	December 13, 2016
By: <u>*</u> Marco M. Brughera, DVM	Director	December 13, 2016
By: <u>*</u> Gregg A. Lapointe, CPA	Director	December 13, 2016
By: <u>*</u> Robert J. Rubin, MD	Director	December 13, 2016
By: <u>*</u> Jerome Zeldis, MD, PhD	Director	December 13, 2016
By: <u>/s/ Karen R. Krumeich</u> Karen R. Krumeich	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 13, 2016

* The undersigned does hereby sign this registration statement on behalf of the above indicated director of Soligenix, Inc. pursuant to a power of attorney executed by such director.

By: /s/ Karen R. Krumeich
Karen R. Krumeich

December 12, 2016

Soligenix, Inc.
29 Emmons Drive, Suite C-10
Princeton, New Jersey 08540

Ladies and Gentlemen:

We have acted as U.S. securities counsel to Soligenix, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), of an abbreviated Registration Statement on Form S-1 (the “Abbreviated Registration Statement”) pertaining to the issuance and sale by the Company of 203,173 additional shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), issuable from time to time upon exercise of warrants (the “Additional Warrant Shares”), with proposed maximum aggregate offering price of \$637,963.22. The Additional Warrant Shares are being offered together with an aggregate of \$15,696,974.52 of the Company’s securities, (i) 2,197,485 shares (the “Shares”) of Common Stock, including Shares issuable upon the exercise of an option granted by the Company to the underwriters to purchase additional shares, (ii) warrants to purchase 2,197,485 shares of Common Stock (the “Warrants”), including Warrants issuable upon the exercise of an option granted by the Company to the underwriters to purchase additional warrants, (iii) the shares of Common Stock issuable from time to time upon exercise of the Warrants (the “Initial Warrant Shares”) and together with the Additional Warrant Shares, the “Warrant Shares”), (iv) warrants to purchase 38,217 shares of Common Stock (the “Underwriters’ Warrants”), as more fully described therein, that the underwriters in the offering would be entitled to receive upon consummation of the offering, (v) the shares of Common Stock issuable from time to time upon exercise of the Underwriters’ Warrants (the “Underwriters’ Warrant Shares”); and (vi) a preferred stock purchase right (collectively, the “Rights”) issuable in accordance with the Rights Agreement dated June 22, 2007 (the “Rights Agreement”), between the Company and American Stock Transfer & Trust Company, which Rights entitle the registered holders to purchase one one-thousandth (1/1000th) of a share of the Company’s Series A Junior Participating Preferred Stock, par value \$0.001 per share, at a price of \$37.00 per one one-thousandth of a share, subject to certain adjustments, and are attached to and trade with the Common Stock, previously registered pursuant to the Registration Statement on Form S-1 (File No. 333- 214038) that was declared effective by the Commission on November 22, 2016 (the “Initial Registration Statement”). The Shares and the Warrants are being sold by the Company pursuant to an underwriting agreement (the “Underwriting Agreement”) to be entered into by and among the Company and Aegis Capital Corp., the form of which has been filed as Exhibit 1.1 to the Initial Registration Statement.

In rendering the opinion set forth herein, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all items submitted to us as originals, the conformity with originals of all items submitted to us as copies, and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and public officials.

This opinion is based solely on the General Corporation Law of the State of Delaware (including all related provisions of the Delaware Constitution and all reported judicial decisions interpreting the General Corporation Law of the State of Delaware and the Delaware Constitution).

Based upon and subject to the foregoing, we are of the opinion that:

(i) the Shares, when issued and sold in accordance with and in the manner described in the Registration Statement, will be legally issued, fully paid and non-assessable;

(ii) each of the Warrants, when issued and sold in accordance with and in the manner described in the Registration Statement, will be legally issued, fully paid and non-assessable, and will constitute a valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as enforcement may be limited by applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity);

(iii) the Warrant Shares, when issued and paid for upon exercise of the Warrants as contemplated by the Warrants, will be legally issued, fully paid and nonassessable;

(iv) each of the Underwriters' Warrants, when issued and sold in accordance with and in the manner described in the Registration Statement, will be legally issued, fully paid and non-assessable, and will constitute a valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as enforcement may be limited by applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity);

(v) The Underwriters' Warrant Shares, when issued and paid for upon exercise of the Underwriters' Warrants as contemplated by the Underwriters' Warrants, will be legally issued, fully paid and nonassessable; and

(vi) each of the Rights, when issued and sold in accordance with and in the manner described in the Registration Statement, will be legally issued, fully paid and non-assessable, and will constitute a valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as enforcement may be limited by applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

We consent to the inclusion of this opinion as an exhibit to the Abbreviated Registration Statement and further consent to all references 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 Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Duane Morris LLP

DUANE MORRIS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Soligenix, Inc. (the “Company”) on Form S-1 to be filed on or about December 12, 2016 of our report dated March 24, 2016, except for the effects of the reverse split of the Company’s common stock discussed in Note 12 to the consolidated financial statements, as to which the date is October 7, 2016, on our audits of the consolidated financial statements as of December 31, 2015 and 2014 and for each of the years then ended. We also consent to the reference to our firm under the caption “Experts” in the Registration Statement on Form S-1.

/s/ EisnerAmper LLP

Philadelphia, Pennsylvania
December 12, 2016