

ORAMED PHARMACEUTICALS INC.

Form 10-Q/A

December 27, 2012

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

FORM 10-Q/A  
(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended November 30, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Commission file number: 000-50298

ORAMED PHARMACEUTICALS INC.  
(Exact Name of Registrant as Specified in Its Charter)

|   |   |
|---|---|
| Delaware  | 98-0376008                              |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (I.R.S. Employer<br>Identification No.) |

|   |            |
|---|------------|
| Hi-Tech Park 2/5 Givat Ram                  |            |
| PO Box 39098                                |            |
| Jerusalem, Israel                           | 91390      |
| (Address of Principal<br>Executive Offices) | (Zip Code) |

+ 972-2-566-0001  
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of December 19, 2012 there were 86,505,020 shares of the issuer’s common stock, \$.001 par value per share, outstanding.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A, or this Amendment, to Oramed Pharmaceuticals Inc.'s, or we or our, Quarterly Report on Form 10-Q, or the Initial Form 10-Q, for the quarter ended November 30, 2012, originally filed with the Securities and Exchange Commission, or the Commission, on December 26, 2012 (Commission File No. 000-50298), is being filed solely for the purposes of filing Exhibits 4.1, 4.2 and 10.1 that were previously inadvertently omitted. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment restates in its entirety Item 6 of the Initial Form 10-Q and contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are filed herewith. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of such certifications have been omitted.

This Amendment does not reflect events occurring after the filing of the Initial Form 10-Q or modify or update the disclosures contained in the Initial Form 10-Q in any way other than as discussed above.

We hereby amend and restate Item 6 of the Initial Form 10-Q as follows:

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PART II – OTHER INFORMATION

ITEM 6 - EXHIBITS

| Number  | Exhibit  |
|---------|--|
| 4.1 *   | Amendment No. 2, dated November 13, 2012, to Common Stock Purchase Warrant transferred to Regals Fund LP on March 11, 2012.  |
| 4.2 *   | Common Stock Purchase Warrant issued to Regals Fund LP on November 29, 2012.   |
| 10.1 *  | Letter Agreement, dated as of November 29, 2012, between Oramed Pharmaceuticals Inc. and Regals Fund LP.   |
| 31.1 #  | Certification Statement of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.   |
| 31.2 #  | Certification Statement of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.   |
| 31.3 *  | Certification Statement of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.   |
| 31.4 *  | Certification Statement of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.   |
| 32.1 ** | Certification Statement of Principal Executive Officer pursuant to 18 U.S.C. Section 1350.   |
| 32.2 ** | Certification Statement of Principal Financial Officer pursuant to 18 U.S.C. Section 1350.   |
| 101.1   | The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended November 30, 2012, formatted in XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Comprehensive Loss, (iii) Condensed Consolidated Statements of Changes in Stockholders' Equity, (iv) Condensed Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and in detail (incorporated by reference from our quarterly report on Form 10-Q filed December 26, 2012). |

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Filed herewith.

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Filed with the Initial Form 10-Q.

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Furnished with the Initial Form 10-Q.

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 thereunto duly authorized.

ORAMED PHARMACEUTICALS INC.

Date: December 27, 2012

By: /s/ Nadav Kidron  
Nadav Kidron  
President and Chief Executive Officer

Date: December 27, 2012

By: /s/ Yifat Zommer  
Yifat Zommer  
Chief Financial Officer  
(principal financial and accounting officer)