

ORAMED PHARMACEUTICALS INC.
Form SC 13G/A
February 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Oramed Pharmaceuticals Inc
(Name of Issuer)

Common Stock, \$.012 par value
(Title of Class of Securities)

68403P203
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS
 Altium Capital Management, LP

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 (ENTITIES ONLY) EIN: 82-2066653

(a)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b)

3

SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United State of America
 SOLE VOTING

5

NUMBER OF SHARES 0
 SHARED VOTING POWER

BENEFICIALLY OWNED BY 6751,494 Common Stock

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

EACH REPORTING PERSON SOLE DISPOSITIVE POWER

7

0
 SHARED DISPOSITIVE POWER

PERSON WITH:

8751,494 Common Stock

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

751,494 Common Stock

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.99%*
 TYPE OF REPORTING PERSON

12

IA

* As more fully described in Item 4, the Warrants are subject to a 4.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

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NAME OF REPORTING PERSONS
Altium Growth Fund, LP

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY) EIN: 82-2105101

(a)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b)

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States of America
SOLE VOTING

5

NUMBER OF SHARES 0
SHARED VOTING POWER

BENEFICIALLY OWNED BY 6751,494 Common Stock

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7
0

PERSON WITH: SHARED DISPOSITIVE POWER
8751,494 Common Stock

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

751,494 Common Stock

10

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.99%*
TYPE OF REPORTING PERSON

12

PN

* As more fully described in Item 4, the Warrants are subject to a 4.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

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NAME OF REPORTING PERSONS
Altium Growth GP, LLC

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY) EIN: 82-2086430

(a)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b)

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States of America
SOLE VOTING

5

NUMBER OF SHARES 0
SHARED VOTING POWER

BENEFICIALLY OWNED BY 6751,494 Common Stock

EACH REPORTING PERSON 972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

SOLE DISPOSITIVE POWER

7

0
SHARED DISPOSITIVE POWER

PERSON WITH:

8751,494 Common Stock

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

751,494 Common Stock

10

972,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.99%*

12

TYPE OF REPORTING PERSON

PN

* As more fully described in Item 4, the Warrants are subject to a 4.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

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**Item
1(a). Name of Issuer:**

Oramed Pharmaceuticals, Inc (the "Issuer")

**Item
1(b). Address of Issuer's Principal Executive Offices:**

142 W. 57th Street, 11th Floor
New York, NY 10019

Name of Person Filing:

This statement is jointly filed by and on behalf of each of Altium Growth Fund, LP, Altium Capital Management, LLC, and Altium Growth GP, LLC. Altium Growth Fund, LP is the record and direct beneficial owner of the securities covered by this statement. Altium Capital Management, LP is the investment adviser of, and may be deemed to beneficially own securities, owned by, Altium Growth Fund, LP. Altium Growth GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by, Altium Growth Fund, LP.

**Item
2(a).** Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Each of the reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Act. Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.

**Item
2(b). Address of Principal Business Office or, if None, Residence:**

The address of the principal business office of each of the reporting persons is 551Fifth Ave, FL 19 New York, NY 10176

Citizenship:

**Item
2(c).**

See Item 4 on the cover page(s) hereto.

**Item
2(d). Title of Class of Securities:**

Common Stock

**Item
2(e). CUSIP Number:**

68403P203

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Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information as of the date of the event which requires filing of this statement required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover pages for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 17,378,359 shares of Common Stock issued and outstanding as of January 11, 2019, as represented in the Company's Form 10-Q filed with the Securities and Exchange Commission on January 14, 2019, and assumes the exercise of the Company's reported warrants (the "Reported Warrants") subject to the Blocker (as defined below)

Pursuant to the terms of the Reported Warrants, the Reporting Persons cannot exercise the Reported Warrants to the extent the Reporting Persons would beneficially own, after any such exercise, more than 4.99% of the outstanding shares of Common Stock (the "Warrant Blocker") and the percentage set forth in Row 11 of the cover page for each

Reporting Person gives effect to the Warrant Blocker. Consequently, as of the date of the event which requires the filing of this statement, the Reporting Persons were not able to exercise all the Reported Warrants due to the Warrant Blocker.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

**Altium Capital
Management, LP**

By: /s/ Jacob Gottlieb
Name: Jacob Gottlieb
Title: CEO

Altium Growth Fund, LP

By: Altium Growth
GP, LLC
Its: General Partner

Signature: /s/ Jacob Gottlieb
Name: Jacob Gottlieb
Title: CEO

Altium Growth GP, LLC

By: /s/ Jacob Gottlieb
Name: Jacob Gottlieb
Title: CEO