

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**Processa Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

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

**7380 Coca Cola Drive, Suite 106  
Hanover, MD 21076**  
(Address of Principal Executive Offices)

**45-1539785**  
(I.R.S. Employer  
Identification No.)

**Processa Pharmaceuticals, Inc. 2019 Omnibus Incentive Plan**  
(Full title of the plan)

**David Young, Pharm.D., Ph.D.**  
**Chief Executive Officer**  
**7380 Coca Cola Drive, Suite 106**  
**Hanover, MD 21076**  
**443-776-3133**  
(Name, address and telephone number of agent for service)

*Copy to:*  
**Michael B. Kirwan**  
**John J. Wolfel, Jr.**  
**Foley & Lardner LLP**  
**One Independent Drive, Suite 1300**  
**Jacksonville, Florida 32202**  
**(904) 359-2000**

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 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   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company   
Emerging growth 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**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.0001 per share	3,500,000	\$ 2.44	\$ 8,540,000	\$ 1,036

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers additional shares of Common Stock that may become issuable under the above-named plan by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Company's outstanding shares of Common Stock.
- (2) Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act, using the closing price of our common stock as reported on the OTC Markets Group, Inc. on August 8, 2019, a date within five trading days prior to the date of the filing of this registration statement.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

Processa Pharmaceuticals, Inc. (the “Company”) has filed the following documents with the Securities and Exchange Commission (the “Commission”) which are hereby incorporated by reference into this Registration Statement:

- (a) The Company’s amended annual report on Form 10-K/A for the fiscal year ended December 31, 2018;
- (b) The Company’s quarterly report on Form 10-Q for the three months ended March 31, 2019 and the three months ended June 30, 2019;
- (c) The Company’s 2019 Notice of Annual Meeting and Proxy Statement (portions thereof incorporated by reference into the Company’s annual report on Form 10-K for the year ended 2018);
- (d) The Company’s Definitive Information Statement filed with the SEC on July 18, 2019; and
- (e) The Company’s current report on Form 8-K filed with the SEC on January 9, 2019 and June 21, 2019.

In addition, all other documents subsequently filed by the Company after the date of this Registration Statement pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities**

The following description of the Company’s common stock and provisions of its amended and restated certificate of incorporation and amended and restated bylaws is only a summary, and is qualified in its entirety by reference to copies of the Company’s amended and restated certificate of incorporation and amended and restated bylaws that have been filed with the Commission.

The Company has the authority to issue an aggregate of 350,000,000 shares of \$0.0001 par value common stock (“Common Stock”) and 10,000,000 shares of \$0.0001 par value preferred stock. As of July 31, 2019, there were 38,801,006 shares of Common Stock outstanding and no shares of preferred stock outstanding.

*Dividend Rights.* Subject to the rights of holders of preferred stock of any series that may be issued and outstanding from time to time, holders of Common Stock are entitled to receive such dividends and other distributions as may be declared by the Company’s board of directors (the “Board”) from time to time.

*Voting Rights.* Each outstanding share of Common Stock is entitled to one vote on all matters submitted to a vote of stockholders generally. In the event the Company issues one or more series of preferred or other securities in the future, such preferred stock or other securities may be given rights to vote, either together with the Common Stock or as a separate class on one or more types of matters. The holders of Common Stock do not have cumulative voting rights.

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*Liquidation Rights.* In the event of any liquidation, dissolution or winding up of the Company, the holders of Common Stock will be entitled, subject to any preferential or other rights of any then outstanding preferred stock, to receive all assets of the Company available for distribution to stockholders.

*Preemptive Rights.* As of the date hereof, the holders of Common Stock have no preemptive rights in their capacities as such holders.

*Board of Directors.* Holders of Common Stock do not have cumulative voting rights with respect to the election of directors. At any meeting to elect directors by holders of Common Stock, the presence, in person or by proxy, of the holders of a majority of the voting power of shares of the Company's capital stock then outstanding will constitute a quorum for such election. Directors may be elected by a plurality of the votes of the shares present and entitled to vote on the election of directors, except for directors whom the holders of any then outstanding preferred stock have the right to elect, if any.

**Item 5. Interest of Named Experts and Counsel**

The validity of the securities to which this prospectus relates will be passed upon for us by Foley & Lardner LLP, Jacksonville, Florida.

**Item 6. Indemnification of Directors and Officers**

The Company is incorporated under the laws of the State of Delaware.

Section 102(b)(7) of the General Corporation Law of the State of Delaware (the "DGCL") permits a Delaware corporation to include a provision in its certificate of incorporation eliminating or limiting the personal liability of directors to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This provision, however, may not eliminate or limit a director's liability (a) for breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL, or (d) for any transaction from which the director derived an improper personal benefit. The Company's amended and restated certificate of incorporation contains such a provision.

Section 145(a) of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 145(c) of the DGCL provides that to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145 of the DGCL, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

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Section 145(e) of the DGCL permits a Delaware corporation to advance litigation expenses, including attorneys' fees, incurred by present and former directors and officers prior to the final disposition of the relevant proceedings. The advancement of expenses to a present director or officer is conditioned upon receipt of an undertaking by or on behalf of such director or officer to repay the advancement if it is ultimately determined that such director or officer is not entitled to be indemnified by the corporation. Advancement to former officers and directors may be conditioned upon such terms and conditions, if any, as the corporation may deem appropriate.

Section 145(g) of the DGCL specifically allows a Delaware corporation to purchase liability insurance on behalf of its directors and officers and to insure against potential liability of such directors and officers regardless of whether the corporation would have the power to indemnify such directors and officers under Section 145 of the DGCL.

The Company's amended and restated certificate of incorporation and amended and restated bylaws authorize the corporation to indemnify its directors and officers to the fullest extent permitted by law.

The foregoing summaries are necessarily subject to the complete text of the DGCL and the Company's amended and restated certificate of incorporation and amended and restated bylaws.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

Please see the Exhibit Index included herewith immediately prior to the signature page, which is incorporated herein by reference.

**Item 9. Undertakings**

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act to any purchaser, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### EXHIBIT INDEX

<b>Number Exhibit</b>	<b>Description</b>
4.1	<a href="#"><u>Processa Pharmaceuticals, Inc. 2019 Omnibus Incentive Plan (incorporated by reference to Annex A to the Company's definitive proxy statement filed on April 26, 2019)</u></a>
4.2	<a href="#"><u>Fourth Amended and Restated Certificate of Incorporation of Heatwurx, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K/A filed on October 17, 2017)</u></a>
4.3	<a href="#"><u>Amendment to Fourth Amended and Restated Certificate of Incorporation of Heatwurx, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on October 23, 2017)</u></a>
4.4	<a href="#"><u>Amended and Restated Bylaws of Heatwurx, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Form 10-K filed on March 27, 2014)</u></a>
5.1	<a href="#"><u>Legal Opinion of Foley &amp; Lardner LLP (filed herewith)</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm, BD &amp; Co. Inc. (filed herewith)</u></a>
23.2	<a href="#"><u>Consent of Foley &amp; Lardner LLP (included as part of its opinion filed as Exhibit 5.1 hereto)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page to this Registration Statement)</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hanover, State of Maryland, on this 14<sup>th</sup> day of August, 2019.

PROCESSA PHARMACEUTICALS, INC.

By: /s/ David Young  
David Young  
Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below does hereby constitute and appoint David Young and Wendy Guy, with full power of substitution, such person's true and lawful attorneys-in-fact and agents for such person, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on August 13, 2019 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ David Young</u> David Young	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ James Stanker</u> James Stanker	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Patrick Lin</u> Patrick Lin	Director
<u>/s/ Justin Yorke</u> Justin Yorke	Director
<u>/s/ Virgil Thompson</u> Virgil Thompson	Director

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August 14, 2019

Processa Pharmaceuticals, Inc.  
7380 Coca Cola Drive, Suite 106,  
Hanover, Maryland 21076

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Processa Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the Company's filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the registration of the offer, issuance and sale by the Company of 3,500,000 shares of common stock, par value \$0.0001 per share (the "Securities") of the Company. The Securities are to be sold by the Company pursuant to the Company's 2019 Omnibus Incentive Plan (the "Plan"), incorporated by reference as Exhibit 4.1 to the Registration Statement.

As counsel to the Company, we have examined the Certificate of Incorporation of the Company, as amended, the amended and restated Bylaws of the Company, the Plan, the Registration Statement and such corporate records, documents, agreements and such matters of law as we have considered necessary or appropriate for the purpose of this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Securities have been duly authorized and, when issued and delivered upon the receipt of consideration constituting lawful consideration under Delaware law in accordance with the Plan, will be validly issued, fully paid and non-assessable.

Our opinion is limited to the laws of Delaware and federal laws of the United States of America to the extent referred to specifically herein, in each case as are, in our professional judgment, applicable to transactions of the type contemplated by the Registration Statement, and we do not express any opinion herein concerning any other laws, statutes, ordinances, rules or regulations. This opinion letter is rendered as of the date hereof, and we make no undertaking, and expressly disclaim any duty, to supplement or update this opinion letter or the opinion expressed herein, if, after the date of this opinion letter, facts and/or circumstances come to our attention, and/or changes in the law occur, which could affect such opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to any reference to our firm in the prospectus which is a part of the Registration Statement. In giving this consent we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities Exchange Commission promulgated thereunder.

Sincerely,

/s/ FOLEY & LARDNER LLP

AUSTIN	DETROIT	MEXICO CITY	SACRAMENTO	TAMPA
BOSTON	HOUSTON	MIAMI	SAN DIEGO	WASHINGTON, D.C.
CHICAGO	JACKSONVILLE	MILWAUKEE	SAN FRANCISCO	BRUSSELS
DALLAS	LOS ANGELES	NEW YORK	SILICON VALLEY	TOKYO
DENVER	MADISON	ORLANDO	TALLAHASSEE	





**WHEREAS**, the Board deems it advisable that the 3,500,000 shares of common stock of the Company (the “Shares”) issuable under the Company’s 2019 Omnibus Plan (the “Plan”) be registered under applicable federal and state securities laws.

**RESOLVED**, that the appropriate officers of the Company be and they hereby are authorized to prepare, execute and file with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “1933 Act”), relating to the registration under the 1933 Act of the Shares.

**FURTHER RESOLVED**, that the appropriate officers of the Company be and they hereby are authorized to cause to be prepared, executed and filed such amendments and post-effective amendments to such Registration Statement on Form S-8 as they may deem necessary or advisable so that the same may become and remain effective and to conform to, or comply with, the provisions and requirements of the 2019 Plan, and with the provisions and requirements of any other applicable agreement, law, regulation or agency.

**FURTHER RESOLVED**, that the appropriate officers of the Company be and they hereby are, in accordance with the rules and regulations promulgated under the 1933 Act, authorized to prepare and distribute to the 2019 Plan participants a Prospectus (the “Prospectus”) relating to the 2019 Plan and the Shares issuable thereunder, and to supplement or amend the Prospectus from time to time as such officers may deem necessary or desirable.

**FURTHER RESOLVED**, that David Young, the Company’s Chief Executive Officer, be and he hereby is appointed and designated as the person duly authorized to receive communications and notices from the Commission with respect to the Registration Statement on Form S-8, together with the power conferred upon him as such person by the 1933 Act and the rules and regulations of the Commission issued thereunder.

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**Consent of Registered Independent Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 5, 2019, relating to the consolidated financial statements of Processa Pharmaceuticals, Inc., appearing in the amended Annual Report on Form 10-K of Processa Pharmaceuticals, Inc. for the year ended December 31, 2018.

*/s/ BD & Co*

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Owings Mills, MD  
August 14, 2019

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