

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 3, 2021**

ANI PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31812
(Commission File Number)

58-2301143
(I.R.S. Employer
Identification Number)

210 Main Street West
Baudette, Minnesota
(Address of principal executive offices)

56623
(Zip Code)

Registrant's telephone number, including area code: **(218) 634-3500**

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common Stock	ANIP	Nasdaq Stock Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Explanatory Note

In connection with the public offering of common stock announced by ANI Pharmaceuticals, Inc. (the “Company”) described below, the Company is filing a consent of Ram Associates.

Item 7.01 Regulation FD Disclosure.

On November 3, 2021, ANI Pharmaceuticals, Inc. (the “Company”) filed a press release announcing that it intends to offer and sell shares of its common stock in an underwritten public offering. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, are furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
23.1	Consent of Ram Associates.
99.1	Press release dated November 1, 2021.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURE

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 hereunto duly authorized.

ANI PHARMACEUTICALS, INC.

By: /s/ Stephen P. Carey

Stephen P. Carey

Senior Vice President, Finance and Chief Financial Officer

Dated: November 3, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 3, 2021 with respect to the consolidated financial statements of Novitium Pharma LLC for the twelve months ended December 31, 2020. We hereby consent to the incorporation by reference of said report in the Registration Statement of ANI Pharmaceuticals, Inc. on Form S-3 (File No. 333-239771).

/s/ Ram Associates

Hamilton, NJ

November 3, 2021

ANI Pharmaceuticals, Inc. Announces Proposed Public Offering of Common Stock

Baudette, Minnesota, November 3, 2021—ANI Pharmaceuticals, Inc. (NASDAQ: ANIP) (“ANI”) today announced that it intends to offer and sell shares of its common stock in an underwritten public offering. All of the shares to be sold in the offering will be offered by ANI. The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering. In addition, ANI intends to grant the underwriters a 30-day option to purchase up to an additional 15% of shares of its common stock offered in the public offering.

Guggenheim Securities is acting as book-running manager.

ANI anticipates using the net proceeds from the offering to fund its Cortrophin commercialization efforts, including, but not limited to, sales and marketing and consulting expenses related thereto, and for general corporate purposes. We may also use a portion of the net proceeds to in-license, acquire or invest in additional businesses, technologies, products or assets.

The securities described above are being offered by ANI pursuant to a shelf registration statement on Form S-3 (File No. 333-239771) which was initially filed by the Company with the Securities and Exchange Commission (the “SEC”) on July 9, 2020, and was declared effective by the SEC on July 17, 2020.

The securities will be offered only by means of a prospectus supplement and accompanying prospectus relating to the offering that form a part of the registration statement. A preliminary prospectus supplement and the accompanying prospectus relating to and describing the terms of the offering will be filed with the SEC and will be available on the SEC’s website at <http://www.sec.gov>. Copies of the final prospectus supplement, when available, and accompanying prospectus relating to the offering may be obtained from Guggenheim Securities, LLC, Attention: Equity Syndicate Department, 330 Madison Avenue, New York, NY 10017, by telephone at (212) 518-9544, or by email at GSEquityProspectusDelivery@guggenheimpartners.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About ANI Pharmaceuticals, Inc.

ANI Pharmaceuticals, Inc. is an integrated specialty pharmaceutical company focused on delivering value to our customers by developing, manufacturing, and marketing high quality branded and generic prescription pharmaceuticals, including for diseases with high unmet medical need. We focus on niche and high barrier-to-entry opportunities including controlled substances, oncology products (anti-cancers), hormones and steroids, and complex formulations.

Forward-Looking Statements

This press release contains forward-looking statements. All statements other than statements of historical facts contained herein, including without limitation statements regarding the offer and sale of shares, the terms of the offering and expected use of proceeds are forward-looking statements reflecting the current beliefs and expectations of management made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties, and other important factors that may cause ANI’s actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the offering, as well as the risks and uncertainties set forth in ANI’s Annual Report on Form 10-K for the year ended December 31, 2020 and Quarterly Reports on Form 10-Q filed with the SEC on May 7, 2021, August 6, 2021 and November 1, 2021, the preliminary prospectus supplement related to the proposed public offering and subsequent filings with the SEC. Any of these risks and uncertainties could materially and adversely affect ANI’s results of operations, which would, in turn, have a significant and adverse impact on ANI’s stock price. Any forward-looking statements contained in this press release speak only as of the date hereof, and ANI specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Contact

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