

**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): May 16, 2023

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 No.)

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

56623
(Zip Code)

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

Not Applicable

(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 (see General Instruction A.2. below):

- 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 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.

Item 8.01 Other Events

On May 16, 2023, ANI Pharmaceuticals, Inc., a Delaware corporation (the “Company”) issued a press release announcing that it has completed the sale of 2,183,545 shares of its common stock, \$0.0001 par value per share (the “Common Stock”) at a public offering price of \$39.50 per share, inclusive of the exercise in full of the underwriters’ option to purchase an additional 284,810 shares of Common Stock, pursuant to the Underwriting Agreement entered into by and between the Company and Guggenheim Securities, LLC, as representative of the several underwriters named therein. The Company received gross proceeds of approximately \$86.25 million before deducting the underwriting discounts and commissions and estimated fees and expenses payable by the Company in connection with offering. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)
99.1	Press Release of the Company, dated May 16, 2023
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

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 hereunto duly authorized.

Dated: May 16, 2023

ANI PHARMACEUTICALS, INC.

By: /s/ Stephen P. Carey

Name: Stephen P. Carey

Title: Senior Vice President Finance and Chief Financial Officer

Morgan Lewis

May 16, 2023

ANI Pharmaceuticals, Inc.
210 Main Street West
Baudette, Minnesota

Re: ANI Pharmaceuticals, Inc. Registration Statement on Form S-3 (333-239771)

Ladies and Gentlemen:

We have acted as counsel for ANI Pharmaceuticals, Inc., a Delaware corporation (the “Company”), in connection with the offering and sale by the Company of 2,183,545 shares (the “Shares”) of common stock, \$0.0001 par value per share, of the Company (the “Common Stock”) pursuant to that certain Underwriting Agreement, dated May 11, 2023, by and between the Company and Guggenheim Securities, LLC, as representative of the several underwriters named therein (the “Underwriting Agreement”).



As to all matters of fact (including factual conclusions and characterizations and descriptions of purpose, intention or other state of mind), we have relied, with your permission, entirely upon actions by the Board of Directors of the Company and certificates of certain officers of the Company and have assumed, without independent inquiry, the accuracy of those certificates and written actions by the Board of Directors of the Company.

As counsel to the Company, in rendering the opinions hereinafter expressed, we have examined and relied upon originals or copies of such corporate records, agreements, documents and instruments as we have deemed necessary or advisable for purposes of this opinion, including (i) the certificate of incorporation and bylaws of the Company, each as amended to date, (ii) the Company’s registration statement on Form S-3 (Registration No. 333-239771) (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), which was declared effective on July 17, 2020, (iii) the Prospectus Supplement, dated May 11, 2023, filed by the Company with the Commission on May 12, 2023 and the accompanying base prospectus, (iv) the Underwriting Agreement and (v) the actions of the Board of Directors of the Company referenced above.

This opinion is limited solely to the Delaware General Corporation Law without regard to choice of law, to the extent that the same may apply to or govern the transactions contemplated by the Registration Statement. We express no opinion as to the effect of events occurring, circumstances arising, or changes of law becoming effective or occurring, after the date hereof on the matters addressed in this opinion.

Morgan, Lewis & Bockius LLP

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Based on such examination and subject to the foregoing, we are of the opinion that the Shares, when issued by the Company and delivered by the Company against payment therefor as contemplated by and in accordance with the procedures set forth in the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference 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 Act, or the rules and regulations of the Commission thereunder. In rendering this opinion, we are opining only as to the specific legal issues expressly set forth herein, and no opinion shall be inferred as to any other matter or matters. This opinion is intended solely for use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose.

Very truly yours,
/s/ Morgan, Lewis & Bockius LLP

ANI PHARMACEUTICALS ANNOUNCES CLOSING OF PUBLIC OFFERING OF COMMON STOCK INCLUDING FULL EXERCISE OF UNDERWRITERS' OPTION TO PURCHASE ADDITIONAL SHARES

BAUDETTE, Minn.— (BUSINESS WIRE) – May 16, 2023 — ANI Pharmaceuticals, Inc. (Nasdaq: ANIP) (“ANI” or the “Company”) today announced the closing of its previously announced underwritten public offering. A total of 2,183,545 shares of its common stock were sold at a public offering price of \$39.50 per share, inclusive of the exercise in full of the underwriters’ option to purchase an additional 284,810 shares of common stock. The gross proceeds of the offering to the Company are approximately \$86.25 million, before deducting the underwriting discounts and commissions and offering expenses.

Guggenheim Securities, LLC acted as lead book-running manager for the offering. Truist Securities also acted as a book-runner for the offering. H.C. Wainwright & Co. acted as lead manager for the offering.

The securities described above were offered by ANI pursuant to a shelf registration statement on Form S-3 (File No. 333-239771), which was 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.

A preliminary prospectus supplement and a final prospectus supplement relating to the offering were filed with the SEC on May 11, 2023 and May 12, 2023, respectively, and are available on the SEC’s website at <http://www.sec.gov>. Copies of the final prospectus supplement 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 or by telephone at (212) 518-9544, or by email at GSEquityProspectusDelivery@guggenheimpartners.com or from Truist Securities, Inc., Attention: Prospectus Department, 3333 Peachtree Road NE, 9th floor, Atlanta, Georgia 30326, by telephone at (800) 685-4786, or by email at TruistSecurities.prospectus@Truist.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. (Nasdaq: ANIP) is a diversified bio-pharmaceutical company serving patients in need by developing, manufacturing, and marketing high quality branded and generic prescription pharmaceutical products, including for diseases with high unmet medical need. Our team is focused on delivering sustainable growth by building a successful Purified Cortrophin® Gel franchise, strengthening our generics business with enhanced development capability, innovation in established brands and leveraging our North American manufacturing capabilities.

Investor Relations:

Lisa M. Wilson, In-Site Communications, Inc.

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Source: ANI Pharmaceuticals, Inc.
