

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

FORM S-1
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)

2834
(Primary Standard Industrial
Classification Code Number)

45-1539785
(I.R.S. Employer
Identification Number)

7380 Coca Cola Drive, Suite 106
Hanover, Maryland 21076
(443) 776-3133

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David Young, Pharm.D, Ph.D.
Chairman and Chief Executive Officer
Processa Pharmaceuticals, Inc.
7380 Coca Cola Drive, Suite 106
Hanover, Maryland 21076
(443) 776-3133

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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

Jonathan Zimmerman
Ariel Greenstein
Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 S. Seventh Street
Minneapolis, Minnesota 55402
(612) 776-7000

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-235511

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

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 the 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽²⁾⁽³⁾
Common Stock, \$0.0001 par value	800,000	\$ 4.00	\$ 3,200,000	\$ 349.12

(1) Represents only the additional number of shares being registered. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, the amount being registered does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-235511).

(2) The Registrant previously registered securities at an aggregate offering price not to exceed \$16,000,000 on a Registration Statement on Form S-1 (File No. 333-235511), which was declared effective by the Securities and Exchange Commission on October 1, 2020. In accordance with Rule 462(b) under the Securities and Exchange Act, an additional amount of securities having a proposed maximum aggregate offering price of \$3,200,000 is hereby registered.

(3) Previously paid in connection with the Registration Statement on Form S-1 (File No. 333-235511).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the sole purpose of increasing the aggregate number of shares of common stock offered by Processa Pharmaceuticals, Inc. (the "Registrant") by 800,000 shares of the Registrant's common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333-235511), filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on October 1, 2020, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit No.

- 5.1 [Opinion of Foley & Lardner LLP](#)
- 23.1 [Consent of Foley & Lardner LLP \(included in Exhibit 5.1\)](#)
- 23.2 [Consent of Independent Registered Public Accounting Firm, BD & Co. Inc.](#)
- 24.1* [Power of Attorney](#)

*Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-235511), originally filed with the Securities and Exchange Commission on December 13, 2019 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Hanover, Maryland, on the 1st day of October, 2020.

Processa Pharmaceuticals, Inc.

/s/ David Young, Pharm.D, Ph.D.

David Young, Pharm. D, Ph.D.
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Young, Pharm.D, Ph.D.</u> David Young, Pharm.D, Ph.D.	Chairman and Chief Executive Officer <i>(principal executive officer)</i>	October 1, 2020
<u>/s/ James Stanker*</u> James Stanker	Chief Financial Officer <i>(principal accounting officer and principal financial officer)</i>	October 1, 2020
<u>/s/ Patrick Lin*</u> Patrick Lin	Director	October 1, 2020
<u>/s/ Justin Yorke*</u> Justin Yorke	Director	October 1, 2020
<u>/s/ Virgil Thompson*</u> Virgil Thompson	Director	October 1, 2020
<u>/s/ Geraldine Pannu</u> Geraldine Pannu	Director	October 1, 2020

*By:

/s/ David Young, Pharm.D, Ph.D.

David Young, Pharm.D, Ph.D., Attorney-in-Fact

October 1, 2020

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

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the "Registration Statement"), filed by Processa Pharmaceuticals, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on the date hereof pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Act"), in connection with the registration under the Act of 800,000 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), to be issued and sold by the Company.

The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-235511) (the "Prior Registration Statement"), which was declared effective on October 1, 2020, including the prospectus which forms part of the Prior Registration Statement. We understand that the Shares are to be sold to underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an Underwriting Agreement (the "Underwriting Agreement"), by and among the Company and certain underwriters, as representatives of the several underwriters named therein in the form attached as Exhibit 1.1 to the Prior Registration Statement.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Fourth Amended and Restated Certificate of Incorporation of the Company, as in effect on the date hereof and as amended to date; (ii) the Amended and Restated Bylaws of the Company as in effect on the date hereof and as amended to date; (iii) the Registration Statement; (iv) the prospectus contained within the Registration Statement; (v) the form of the Underwriting Agreement and (vi) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

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FOLEY & LARDNER LLP

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Based upon, subject to and limited by the foregoing, we are of the opinion that, when the Shares are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (including reported judicial decisions interpreting the General Corporation Law of the State of Delaware) and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus which is a part of the Prior Registration Statement. In giving such consents, we do not thereby 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 promulgated thereunder.

Sincerely,

/s/ FOLEY & LARDNER LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference into this Registration Statement on Form S-1, filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated March 6, 2020, of our audit of the consolidated financial statements of Processa Pharmaceuticals, Inc. as of and for the years ended December 31, 2019 and 2018 in the Registration Statement on Form S-1 (File No. 333-235511). We also consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-1 (File No. 333-235511) as incorporated by reference in this Registration Statement.

/s/ BD & Company, Inc.

Owings Mills, MD
October 1, 2020
