

**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	2,500,000	\$ 8.74	\$ 21,850,000	\$ 2,383.84

- (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) Determined on the basis of the average of the high and low sale price of Common Stock as reported on the Nasdaq Stock Market on June 24, 2021 of \$8.74, solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act

EXPLANATORY NOTE

The purpose of this Registration Statement is to register 2,500,000 additional shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Processa Pharmaceuticals, Inc. (the "Company") in connection with the Company's 2019 Omnibus Incentive Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 333-233264), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as set forth below.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the following documents, which have previously been filed by the Company with the Securities and Exchange Commission (the "Commission"), are hereby incorporated in this Registration Statement by reference:

- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the SEC on March 25, 2021 and amended on April 7, 2021;
- Our Proxy Statement on Schedule 14A for the 2021 Annual Meeting of Stockholders, filed with the SEC on April 22, 2021;
- Our Quarterly report on Form 10-Q for the quarter ended March 31, 2021, filed with the SEC on May 13, 2021;
- Our Current Reports on Form 8-K filed with the SEC on February 18, 2021 (excluding Item 7.01 and the exhibit related thereto), May 26, 2021, June 10, 2021 and June 17, 2021; and
- the description of our common stock contained in or incorporated into our Registration Statement on Form 8-A, filed September 17, 2020, and any amendment or report updating that description.

Notwithstanding the foregoing, documents or portions thereof containing information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, are not incorporated by reference in this prospectus.

Item 5. Interests of Named Experts and Counsel.

The validity of the securities offered by this prospectus will be passed upon for us by Foley & Lardner LLP.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Processa Pharmaceuticals, Inc. 2019 Omnibus Incentive Plan (incorporated by reference to Annex A to the Company's definitive proxy statement filed on April 22, 2021)
4.2	Fourth Amended and Restated Certificate of Incorporation of Heatwurx, Inc. (incorporated herein by reference to Exhibit 3.11 to the Form S-1/A filed with the SEC on September 16, 2020)
4.3	Amendment to Fourth Amended and Restated Certificate of Incorporation of Heatwurx, Inc. (incorporated herein by reference to Exhibit 3.1 to the Form S-1/A filed with the SEC on September 16, 2020)
4.4	Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation dated August 8, 2019 (incorporated herein by reference to Exhibit 3 to Form 10-Q filed on August 14, 2019)
4.5	Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation dated December 23, 2019 (incorporated herein by reference to Exhibit 3.1.3 to the Form S-1/A filed with the SEC on September 16, 2020)
4.6	Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation of Processa Pharmaceuticals, Inc. dated June 25, 2020 (incorporated herein by reference to Exhibit 3.1.4 to the Form S-1/A filed with the SEC on September 16, 2020)
4.7	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)
5.1	Legal Opinion of Foley & Lardner LLP (filed herewith)
23.1	Consent of Independent Registered Public Accounting Firm, BD & Co. Inc. (filed herewith)
23.2	Consent of Foley & Lardner LLP (included as part of its opinion filed as Exhibit 5.1 hereto)

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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 30th day of June 2021.

PROCESSA PHARMACEUTICALS, INC.

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

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on June 30, 2021 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ David Young</u> David Young, Pharm. D, Ph.D.	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
<u>/s/ James Stanker</u> James Stanker	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Dr. Khalid Islam</u> Dr. Khalid Islam	Director

/s/ Geraldine Pannu
Geraldine Pannu

Director

/s/ Virgil Thompson
Virgil Thompson

Director

/s/ Justin Yorke
Justin Yorke

Director



ATTORNEYS AT LAW LLP
 ONE INDEPENDENT DRIVE, SUITE 1300
 JACKSONVILLE, FL 32202-5017
 904.359.2000 TEL
 904.359.8700 FAX
 WWW.FOLEY.COM

June 30, 2021

Processa Pharmaceuticals, Inc.
 7380 Coca Cola Drive, Suite 106
 Hanover, MD 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 2,500,000 shares of common stock, par value \$0.0001 per share (the "Securities") of the Company. The Securities to be sold by the Company pursuant to the Company's Amended and Restated 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 upon the foregoing and subject to the qualifications set forth 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 would 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	

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 25, 2021, with respect to the audited consolidated financial statements of Processa Pharmaceuticals, Inc. for the years ended December 31, 2020 and 2019 included in the Annual Report on Form 10-K of Processa Pharmaceuticals, Inc. for the year ended December 31, 2020. We also consent to the reference to our firm under the heading "Experts" in such Registration Statement.

/s/ BD & Company, Inc.

Owings Mills, MD

June 30, 2021
