

ORAMED PHARMACEUTICALS INC.  
Form 8-K  
July 15, 2008

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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): July 14, 2008

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**ORAMED PHARMACEUTICALS INC.**  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation)

**000-50298**  
(Commission File Number)

**98-0376008**  
(IRS Employer  
Identification No.)

**Hi-Tech Park 2/5 Givat Ram  
PO Box 39098  
Jerusalem, Israel 91390**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: 972-2-566-0001**

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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))



**ITEM Entry into a Material Definitive Agreement.**

**1.01**

On July 14, 2008, the Company entered into a Securities Purchase Agreement with twenty-nine accredited investors pursuant to which the Company agreed to sell to the investors an aggregate of (i) 8,524,669 shares of the Company's common stock at a purchase price of \$0.60 per share. The investors also received three year warrants to purchase an aggregate of 4,262,337 shares of common stock at an exercise price of \$0.90 per share. The aggregate gross proceeds raised were approximately \$5 Million. The Company paid \$85,000 to one individual as a finders fee and issued an aggregate of 143,333 shares to four other individuals as finders fees in connection with the private placement.

A copy of the press release issued by the Company announcing the completion of the private placement is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The securities issued in this private placement transaction were issued only to accredited investors (as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and thus subject to exemption from registration under Section 4(2) of the Securities Act as a transaction by the issuer not involving a public offering.

A form of Securities Purchase Agreement and a form of Warrant are filed with this Current Report on Form 8-K as Exhibits 10.1 and 10.2 and are incorporated by reference herein.

**ITEM Unregistered Sales of Equity Securities.**

**3.02**

The information included in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 3.02.

**ITEM FINANCIAL STATEMENTS AND EXHIBITS.**

**9.01**

- (d) Exhibits
- 10.1 Form of Securities Purchase Agreement
  - 10.2 Form of Warrant certificate
  - 99.1 Press Release, dated July 15, 2008.

**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.

**ORAMED PHARMACEUTICALS INC.**

Dated: July 15, 2008

By: /s/ Nadav Kidron  
Nadav Kidron  
President, CEO and Director