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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NEMUS BIOSCIENCE, INC.

(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or
organization)

45-0692882

(I.R.S. Employer Identification Number)

130 North Marina Drive, Long Beach, California 90803

(Address of Principal Executive Offices) (Zip Code)

Nemus Bioscience, Inc. 2014 Omnibus Incentive Plan

(Full Title of the Plan)

Dr. Brian Murphy
Chief Executive Officer and Chief Medical Officer
Nemus Bioscience, Inc.
130 North Marina Drive
Long Beach, CA 90803
(949) 396-0330

(Name, Address, and Telephone number, Including Area Code, of Agent for Service)

Copies to:

Mark C Lee
Greenberg Traurig, LLP
1201 K Street, Suite 1100
Sacramento, California 95814
(916) 442-1111

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"/>
	(Do not check if a smaller reporting company)	Emerging growth company	<input checked="" 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 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 ⁽²⁾
Common Stock, par value \$0.001 per share issuable under the Nemus Bioscience, Inc. 2014 Omnibus Incentive Plan.	10,144,508	\$ 0.345	\$ 3,499,855.26	\$ 430.33

- (1) Represents additional shares of common stock, par value \$0.001 per share (the “Common Stock”) of Nemus Bioscience, Inc. (the “Registrant”) authorized for issuance under the Nemus Bioscience, Inc. 2014 Omnibus Incentive Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered pursuant to the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The Proposed Maximum Offering Price Per Share and Proposed Maximum Aggregate Offering Price have been determined on the basis of the average of the high and low sale prices of the Registrant’s common stock reported on the OTCQB, an over-the-counter quotation system, on October 12, 2018.

EXPLANATORY NOTE

This Registration Statement registers an additional 10,144,508 shares of the Registrant’s Common Stock that may be offered and sold under the Plan, pursuant to the Amendment No. 1 to the Plan approved by the Registrant’s Board of Directors and stockholders on October 5, 2018. This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which one or more other registration statements filed on Form S-8 relating to the same employee benefit plan are effective. Pursuant to General Instruction E. to Form S-8, the contents of the Registrant’s previously filed registration statement on Form S-8 relating to the Plan (File No. 333-223439), as filed with the Securities and Exchange Commission on March 5, 2018, including any amendments thereto or filings incorporated therein, are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of this Registration Statement on Form S-8 (this "Registration Statement") is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the United States Securities and Exchange Commission ("the Commission").

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Nemus Bioscience, Inc., a Nevada corporation (the “Registrant”), are incorporated by reference herein:

a. The Registrant’s Annual Report on Form 10-K, filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that contains audited financial statements for the Registrant’s fiscal year ended December 31, 2017, as filed with the Commission on March 19, 2018.

b. All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a) above.

c. The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A filed on January 28, 2014, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

Exhibit Number	Exhibit
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<u>4.1</u>	<u>Nemus Bioscience, Inc. 2014 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on November 3, 2014).</u>
<u>4.2*</u>	<u>Amendment No. 1 to 2014 Omnibus Incentive Plan.</u>
<u>5.1*</u>	<u>Opinion of Greenberg Traurig, LLP.</u>
<u>23.1*</u>	<u>Consent of Greenberg Traurig, LLP (included in Exhibit 5.1).</u>
<u>23.2*</u>	<u>Consent of Mayer Hoffman McCann P.C.</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page of this Registration Statement).</u>

* Filed herewith.

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 Long Beach, state of California, on October 16, 2018.

NEMUS BIOSCIENCE, INC.

By: /s/ Dr. Brian S. Murphy
Name: Dr. Brian S. Murphy
Its: Chief Executive Officer,
Chief Medical Officer,
Director (Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Brian S. Murphy as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of them, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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>Position</u>	<u>Date</u>
<u>/s/ Dr. Brian S. Murphy</u> Dr. Brian S. Murphy	Chief Executive Officer, Chief Medical Officer and Director (Principal Executive Officer)	October 16, 2018
<u>/s/ Douglas A. Cesario</u> Douglas A. Cesario	Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	October 16, 2018
<u>/s/ Punit Dhillon</u> Punit Dhillon	Director	October 16, 2018
<u>/s/ Jim Heppell</u> Jim Heppell	Director	October 16, 2018
<u>/s/ Dr. Avtar Dhillon</u> Dr. Avtar Dhillon	Executive Chairman of the Board	October 16, 2018

EXHIBIT INDEX

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<u>23.2*</u>	<u>Consent of Mayer Hoffman McCann P.C.</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page of this Registration Statement).</u>

*Filed herewith.

**AMENDMENT NO. 1
TO
2014 OMNIBUS INCENTIVE PLAN**

The following Amendment No. 1 (the "Amendment") to the Nemus Bioscience, Inc. 2014 Omnibus Incentive Plan (the "Plan"), effective October 5, 2018, was adopted by the Board of Directors (the "Board") of Nemus Bioscience, Inc. (the "Company") on October 5, 2018 and approved by the Company's stockholders on October 5, 2018. Capitalized terms used herein shall have the meanings ascribed in the Plan.

RECITALS

WHEREAS, pursuant to Section 3(a) of the Plan, the Board currently administers the Plan;

WHEREAS, pursuant to Section 11.15(a) of the Plan, the Board may amend the Plan from time to time; and

WHEREAS, the Board desires to amend the Plan to add an evergreen provision to the share pool to ensure that annually additional shares are made available for issuance under the Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended as set forth in this Amendment, effective as of October 5, 2018:

AMENDMENT

1. Amendment to Section 4.01. Section 4.01 of the Plan is hereby amended and restated in its entirety by inserting the following in lieu thereof:

"Number of Shares Issuable. The total number of shares authorized to be issued under the Plan shall equal the lesser of (i) 10% of the Company's issued and outstanding shares of Common Stock or (ii) a lesser number of shares determined by the Board. In no event, however, shall the number of shares of Common Stock available under the Plan be reduced as a result of the application of this provision. The foregoing share limit shall be subject to adjustment in accordance with Section 11.07. The shares to be offered under the Plan shall be authorized and unissued Common Stock, or issued Common Stock that shall have been reacquired by the Company. To the extent applicable, the total number of shares of authorized to be issued under the Plan shall be subject to Section 260.140.45 of Title 10 of the California Code of Regulations."

2. Other Terms and Conditions. Except as modified pursuant to this Amendment, the Plan is ratified and confirmed in all respects.

I hereby certify that the foregoing Amendment was duly adopted by the Board of Directors of Nemus Bioscience, Inc. on October 5, 2018.

Executed on this 5th day of October, 2018.

By: /s/ Dr. Brian Murphy
Name: Dr. Brian Murphy
Title: Chief Executive Officer



October 16, 2018

Nemus Bioscience, Inc.
130 North Marina Drive
Long Beach, CA 90803

Re: **Registration Statement on Form S-8**
Nemus Bioscience, Inc.

Ladies and Gentlemen:

As legal counsel to Nemus Bioscience, Inc., a Nevada corporation (the "Company"), we have assisted in the preparation of the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on or about October 16, 2018 in connection with the registration under the Securities Act of 1933, as amended, of additional shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issuable pursuant to the Company's 2014 Omnibus Incentive Plan (the "Plan"), as amended by Amendment No. 1 to the 2014 Omnibus Incentive Plan ("Amendment No. 1"). The facts, as we understand them, are set forth in the Registration Statement.

With respect to the opinion set forth below, we have examined originals, certified copies, or copies otherwise identified to our satisfaction as being true copies, only of the following:

A. The Articles of Incorporation of the Company, as filed with the Secretary of State of Nevada;

B. The Bylaws of the Company;

C. Unanimous Written Consent of the Board of Directors of the Company, dated as of October 31, 2014, approving and adopting the Plan and authorizing the issuance of 3,200,000 shares of the Company's common stock pursuant to the Plan;

D. Action by Unanimous Consent in Writing in lieu of a Meeting of the Board of Directors of the Company, dated as of October 5, 2018, approving and adopting Amendment No. 1 and authorizing the issuance of the Shares pursuant to the Plan, as amended by Amendment No. 1;

E. Written Consent of the Majority Stockholder of the Company, dated as of October 5, 2018, approving and adopting Amendment No. 1 and authorizing the issuance of the Shares pursuant to the Plan, as amended by Amendment No. 1;

F. The Plan;

G. Amendment No. 1; and

H. The Registration Statement.

Subject to the assumptions that (i) the documents and signatures examined by us are genuine and authentic, and (ii) the persons executing the documents examined by us have the legal capacity to execute such documents, and based solely upon our review of items A through H above, and subject to the further limitations and qualifications set forth below, it is our opinion that the Shares, when issued and sold in accordance with the Plan, as amended, will be validly issued, fully paid, and nonassessable.

We express no opinion as to the applicability or effect of any laws, orders, or judgments of any state or other jurisdiction other than federal securities laws and the substantive laws of the state of Nevada, including judicial interpretations of such laws. Further, our opinion is based solely upon existing laws, rules, and regulations, and we undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof.

We hereby expressly consent to any reference to our firm in the Registration Statement, inclusion of this Opinion as an exhibit to the Registration Statement, and to the filing of this Opinion with any other appropriate governmental agency.

Very truly yours,

/s/ Greenberg Traurig, LLP

Greenberg Traurig, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

As independent registered public accountants, we hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated March 19, 2018, relating to our audit of the consolidated financial statements of Nemus Bioscience, Inc. and Subsidiary (which report includes an explanatory paragraph relating to the uncertainty of the Company's ability to continue as a going concern), for the years ended December 31, 2017 and 2016, which report is included in the December 31, 2017 Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 19, 2018.

/s/ Mayer Hoffman McCann P.C.
Mayer Hoffman McCann P.C.

Orange County, California
October 16, 2018