

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

FORM S-1

REGISTRATION STATEMENT

*Under
THE SECURITIES ACT OF 1933*

EMERALD BIOSCIENCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

2834

(Primary Standard Industrial
Classification Code Number)

45-0692882

(I.R.S. Employer
Identification Number)

**130 North Marina Drive
Long Beach, CA 90803
(949) 336-3443**

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

**Dr. Brian Murphy
Chief Executive Officer
Emerald Bioscience, Inc.
130 North Marina Drive
Long Beach, CA 90803
(949) 336-3443**

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

Copies of all correspondence to:

<p style="text-align: center;">Douglas Cesario Chief Financial Officer Emerald Bioscience, Inc. 130 North Marina Drive Long Beach, CA 90803 Tel: (949) 336-3443 Fax: (949) 266-0346</p>	<p style="text-align: center;">Mark C. Lee, Esq. Greenberg Traurig, LLP 1201 K Street, Suite 1100 Sacramento, CA 95814 (916) 868.063</p>
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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. Registration No. 333-231951

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 statement 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 checked="" 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 (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (4)
Units, each unit consisting of:	\$ 1,850,000	\$ 240.13
One share of common stock, par value \$0.001 (3)	—	—
One warrant to purchase one share of common stock (3)	—	—
Common stock issuable upon exercise of the warrants included as part of the units	\$ 4,840,000	\$ 628.23
Total	\$ 6,690,000(2)	\$ 868.36

(1) In accordance with Rule 416(a), this Registration Statement also covers an indeterminate number of shares that may be issued and resold resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee under Rule 457(o) of the Securities Act of 1933, as amended (“Securities Act”).

(3) No fee required pursuant to Rule 457(g).

(4) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price. The registrant previously registered an aggregate of \$33,750,000 of the units on the registrant’s Registration Statement on Form S-1 (File No. 333-231951) declared effective October 28, 2019, for which a filing fee of \$4,380.75 was paid.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

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, for the purpose of registering additional units, consisting of warrants and shares of common stock, par value \$0.001 per share, of Emerald Bioscience, Inc., a Nevada corporation, including such shares of common stock and warrants, and shares of common stock underlying such warrants. The contents of the registrant's earlier Registration Statement on Form S-1 (File No. 333-231951), as amended (the "Prior Registration Statement"), which was declared effective on October 28, 2019, are incorporated by reference into, and shall be deemed part of, this registration statement. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

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

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Greenberg Traurig, LLP
23.1	Consent of Mayer Hoffman McCann P.C.
23.2	Consent of Greenberg Traurig, LLP (included in Exhibit 5.1)
24.1*	Powers of Attorney

* Previously filed



November 13, 2019

Board of Directors
Emerald Bioscience, Inc.
130 North Marina Drive
Long Beach, CA 90803

**Re: Emerald Bioscience, Inc.
Registration Statement on Form S-1**

Ladies and Gentlemen:

We act as counsel to Emerald Bioscience, Inc., a Nevada corporation (the "Company"), in connection with (i) a registration statement on Form S-1 (Registration No. 333-231951), as amended, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), by the Company of up to \$33,750,000 aggregate offering price of units (the "Units") with each Unit consisting of one share of Common Stock of the Company (the "Shares") and one warrant (the "Warrants") to purchase shares of Common Stock of the Company (the "Warrant Shares") in each case as further described in the Company's registration statement on Form S-1 (the "Prior Registration Statement") filed under the Securities Act, and (ii) a registration statement filed pursuant to 462(b) (the "462(b) Registration Statement") and together with the Prior Registration Statement, the "Registration Statement"), relating to the registration by the Company of an additional \$6,690,000 aggregate offering price of units ("Additional Units") with each Additional Unit consisting of one Share and one Warrant to purchase Warrant Shares. The Units, the Additional Units, the Shares, the Warrants, and the Warrant Shares are referred to herein collectively as the "Securities". We understand that the Securities are being offered in a self-directed public offering by the Company on a best efforts basis. The Prior Registration Statement was declared effective on October 28, 2019.

For the purpose of rendering this opinion, we examined originals or copies of such documents as deemed to be relevant. In conducting our examination, we assumed, without investigation, the genuineness of all signatures, the correctness of all certificates, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted as certified or photostatic copies, the authenticity of the originals of such copies, and the accuracy and completeness of all records made available to us by the Company.

Our opinion is limited solely to matters set forth herein. The law covered by the opinions expressed herein is limited to the Federal Law of the United States and the laws applicable to the State of Nevada. 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.

Based upon and subject to the foregoing, and assuming that (a) the Registration Statement becomes and remains effective, and the Prospectus which is a part of the Registration Statement (the "Prospectus"), and the Prospectus delivery requirements with respect thereto, fulfill all of the requirements of the Securities Act, throughout all periods relevant to the opinion; (b) the Securities will be offered in the manner and on the terms identified or referred to in the Registration Statement, including all amendments thereto; and (c) all offers and sales of the Securities will be made in compliance with the securities laws of the states having jurisdiction thereof, we are of the opinion that the Securities have been duly authorized, and if, as, and when issued by the Company in accordance with and in the manner described in prospectus set forth in the Registration Statement (as amended and supplemented through the date of issuance) and, in the case of the Warrant Shares, when issued in accordance with the terms of the applicable Warrants, will be validly issued, fully paid and non-assessable, and, with respect to the Warrants, will be legally binding obligations of the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws; and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

We hereby consent in writing to the reference to this firm under the caption "Legal Matters" in the prospectus included in the Prior Registration Statement and the use of our opinion as an exhibit to the 462(b) Registration Statement and any amendment thereto. By giving such consent, we do not thereby admit that we come within the category of persons where consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

This opinion is rendered pursuant to Item 601(b)(5)(i) of Regulation S-K under the Act and may not be used, circulated, quoted or relied upon for any other purpose. This opinion is given as of the date set forth above, and we assume no obligation to update or supplement the opinions contained herein to reflect any facts or circumstances which may hereafter come to our attention, or any changes in laws which may hereafter occur.

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-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated March 14, 2019, relating to the consolidated financial statements of Emerald Bioscience, Inc. and Subsidiaries, formerly Nemus Bioscience, Inc., and its subsidiary (which report includes an explanatory paragraph relating to the uncertainty of the Company's ability to continue as a going concern), appearing in the December 31, 2018 Annual Report on Form 10-K of Emerald Bioscience, Inc. for the years ended December 31, 2018 and 2017.

/s/ Mayer Hoffman McCann P.C.

Irvine, California
November 13, 2019