

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) 480-9051**

(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;">Elena Traistaru Chief Financial Officer Emerald Bioscience, Inc. 130 North Marina Drive Long Beach, CA 90803 Tel: (949) 480-9051</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>
--	---

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. 333-239826

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)
Common Units each consisting of: ⁽⁵⁾		
(i) One share of common stock, par value \$0.001 ⁽³⁾	\$ 1,168,224.30	\$ 151.64
(ii) One warrant to purchase one share of common stock ⁽³⁾⁽⁷⁾		
Pre-funded Units each consisting of: ⁽³⁾	\$ -	\$ -
(i) One pre-funded warrant to purchase one share of common stock ⁽⁵⁾⁽⁷⁾		
(ii) One warrant to purchase one share of common stock ⁽³⁾⁽⁷⁾		
Common stock issuable upon exercise of the warrants included as part of the Common Units	\$ 1,168,224.30	\$ 151.64
Common stock issuable upon exercise of the warrants included as part of the Pre-funded Units		
Placement Agent's Warrants to purchase shares of common stock and common stock issuable upon exercise thereof ⁽⁶⁾⁽⁷⁾	\$ 102,219.62	\$ 13.27
Total	\$ 2,438,668.22 ⁽²⁾	\$ 316.54

- (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 \$12,193,341.13 of the units on the registrant's Registration Statement on Form S-1 (File No. 333-239826) declared effective July 31, 2020, for which a filing fee of \$1,582.70 was paid.
- (5) The proposed maximum aggregate offering price of the common stock proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the aggregate offering price of the pre-funded warrants offered and sold in the offering (plus the aggregate exercise price of the pre-funded warrants), and as such the proposed aggregate maximum offering price of the common stock and pre-funded warrants (including the common stock issuable upon exercise of the pre-funded warrants), if any, is \$1,168,224.30.
- (6) Represents warrants issuable to the placement agent, or the Placement Agent's Warrants, to purchase a number of shares of common stock equal to 7.0% of the aggregate number of shares of common stock (or common stock equivalent, if applicable, but shall not include any shares of common stock underlying warrants issued in this offering (other than pre-funded warrants) being offered) with an exercise price equal to 125% of the public offering price of the Common Units.."
- (7) Resales of the common stock warrants, the pre-funded warrants and the Placement Agent's Warrants on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, are registered hereby. Resales of shares of common stock issuable upon exercise of the Placement Agent's Warrants, the pre-funded warrants and the common stock warrants are also being registered on a delayed or continuous basis hereby.

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 Common Units, Pre-Funded Units and Placement Agent Warrants of Emerald Bioscience, Inc., a Nevada corporation, including such shares of common stock par value \$0.001 per share, pre-funded warrants and warrants, and shares of common stock underlying such pre-funded warrants and warrants. The contents of the registrant's earlier Registration Statement on Form S-1 (File No. 333-239826), as amended (the "Prior Registration Statement"), which was declared effective on July 31, 2020, 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.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant 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 July 31, 2020.

**Emerald Bioscience, Inc.
a Nevada corporation**

July 31, 2020

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

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

By: /s/ Brian S. Murphy July 31, 2020
Dr. Brian S. Murphy
Its: Chief Executive Officer, Director

By: /s/ Elena Traistaru July 31, 2020
Elena Traistaru
Chief Financial Officer
(Principal Financial and Accounting Officer)

By: * July 31, 2020
Jim Heppell
Its: Director

By: * July 31, 2020
Punit Dhillon
Its: Chairman

By: /s/ Brian S. Murphy July 31, 2020
Brian S. Murphy
Attorney-in-fact

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



July 31, 2020

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 (1) a registration statement on Form S-1 (Registration No. 333-239826), as amended, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), by the Company of (i) \$12,193,341.13 aggregate offering price of units (the "Units") consisting of (A) common units ("Common Units"), each consisting of (x) one share of Common Stock, \$0.001 par value per share, of the Company (the "Common Stock"), and (y) one warrant (the "Common Warrant") to purchase shares of Common Stock of the Company, and/or (B) pre-funded units ("Pre-Funded Units") each consisting of (x) one pre-funded warrant (the "Pre-Funded Warrant") to purchase one share of Common Stock and (y) one Common Warrant, and (ii) Placement Agent's warrants to purchase shares of Common Stock of the Company (the "Placement Agent Warrants") and together with the Common Warrants and the Pre-Funded Warrants, the "Warrants"), 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 (2) 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 \$2,438,668.22 aggregate offering price of Common Units and/or Pre-Funded Units (the "Additional Units") and Placement Agent Warrants. The shares of Common Stock underlying the Common Warrants, the shares of Common Stock underlying the Pre-Funded Warrants and the shares of Common Stock underlying the Placement Agent Warrants are collectively referred to herein as the "Shares". The Units, the Additional Units, the Common Stock, the Shares and the Warrants, are referred to herein collectively as the "Securities." The Prior Registration Statement was declared effective on July 31, 2020.

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 shares of Common Stock underlying the Warrants, 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 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 Securities 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 this Registration Statement on Form S-1, filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated March 20, 2020, relating to the consolidated financial statements of **Emerald Bioscience, Inc. and Subsidiaries** (the “Company”) as of December 31, 2019 and 2018 and for the years then ended, (which report includes an explanatory paragraph relating to the uncertainty of the Company’s ability to continue as a going concern), appearing in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ Mayer Hoffman McCann P.C.

Irvine, California
July 31, 2020