

AMEDICA Corp  
Form S-1/A  
June 30, 2016

**As filed with the Securities and Exchange Commission on June 30, 2016**

**Registration No. 333-211520**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**AMENDMENT NO. 4**

**TO**

**FORM S-1**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Amedica Corporation**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>3841</b>	<b>84-1375299</b>
<b>(State or other jurisdiction of</b>	<b>(Primary Standard Industrial</b>	<b>(IRS</b>
<b>incorporation or organization)</b>	<b>Classification Code Number)</b>	<b>Employer</b>
		<b>Identification</b>
		<b>No.)</b>

**1885 West 2100 South**

**Salt Lake City, UT 84119**

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

**B. Sonny Bal, MD**

**President and Chief Executive Officer**

**Amedica Corporation**

**1885 West 2100 South**

**Salt Lake City, UT, 84119**

**(801) 839-3500**

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

<b>Sam Gardiner</b>	<i>with copies to:</i> <b>Ty Lombardi, Chief</b>	<b>Joseph Smith</b>
<b>David F. Marx</b>	<b>Financial Officer</b>	<b>Michael Nertney</b>
<b>Dorsey &amp; Whitney LLP</b>	<b>Amedica Corporation</b>	<b>Ellenoff Grossman &amp; Schole, LLP</b>
<b>136 South Main Street, Suite 1000</b>	<b>1885 West 2100</b>	<b>1345 Avenue of the Americas</b>
<b>Salt Lake City, Utah 84101</b>	<b>South Salt Lake City, UT, 84119</b>	<b>New York, NY 10105</b>
	<b>(801) 839-3500</b>	

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

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. [X]

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. [ ]

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, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer [ ] Accelerated filer [ ]  
Non-accelerated filer [ ] (Do not check if a smaller reporting company) Smaller reporting company [X]

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)(2)</sup></b>	<b>Amount of Registration Fee <sup>(2) (4)</sup></b>
Class A Units consisting of: (i) shares of common stock, par value \$0.01 per share (ii) Series E Warrants to purchase common stock <sup>(3)</sup>	\$5,750,000	\$ 579.03
Class B Units consisting of: (i) Series A Convertible Preferred Stock <sup>(3)</sup> (ii) Common Stock issuable on conversion of Series A Convertible Preferred Stock (iii) Series E Warrants to purchase common stock <sup>(3)</sup>	5,750,000	579.03
Common stock issuable upon exercise of the Series E Warrants	12,116,072	1,220.09
Underwriter Warrants <sup>(3)</sup>		
Common Stock underlying Underwriters Warrants	230,000	23.16
Total	\$23,846,072	\$ 2,401.30

- Pursuant to Rule 416 under the Securities Act of 1933, the securities registered also include such indeterminate amounts and numbers of shares of common stock issuable to cover additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Also includes the offering price of additional units that the underwriters have the option to purchase.
- (1) Issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Also includes the offering price of additional units that the underwriters have the option to purchase.
- (2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.
- (3) No separate fee required pursuant to Rule 457 under the Securities Act of 1933.
- (4) This amount has already been 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 of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Explanatory Note**

This Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-211520) of Amedica Corporation is being filed solely for the purpose of filing a revised version of Exhibit 4.25, amending the Exhibit Index and updating the amount of the FINRA filing fee. Other than the revised versions of Exhibit 4.25 and the Exhibit Index, the remainder of the Registration Statement is unchanged.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 13. Other Expenses of Issuance and Distribution.**

The following table sets forth an itemization of the various costs and expenses, all of which we will pay, in connection with the sale of the securities being registered. All of the amounts shown are estimated except the SEC Registration Fee and FINRA Filing Fee.

SEC Registration Fee	\$2,401
FINRA Filing Fee	4,340
Legal Fees and Expenses	125,000
Accounting Fees and Expenses	10,000
Transfer Agent Fee and Expenses	15,000
Miscellaneous	23,000
Total	\$179,741

**Item 14. Indemnification of Directors and Officers.**

Our amended and restated certificate of incorporation and amended and restated bylaws provide that each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was one of our directors or officers or is or was serving at our request as a director, officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by us to the fullest extent authorized by the Delaware General Corporation Law against all expense, liability and loss (including attorneys' fees, judgments, fines, Employee Retirement Insurance Security Act excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered in connection with legal proceedings. These provisions limit the liability of our directors and officers to fullest extent permitted under Delaware law. A director or officer will not receive indemnification if he or she is found not to have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interest.

Section 145 of the Delaware General Corporation Law permits a corporation to indemnify any director or officer of the corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any action, suit or proceeding brought by reason of the fact that such person is or was a director or officer of the corporation, if such person acted in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. In a derivative action, (i.e., one brought by or on behalf of the corporation), indemnification may be provided only for expenses actually and reasonably incurred by any director or officer in connection with the defense or settlement of such an action or suit if such person acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be provided if such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine that such person is fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability.

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Pursuant to Section 102(b)(7) of the Delaware General Corporation Law, Article Eighth of our amended and restated certificate of incorporation eliminates the liability of a director to us or our stockholders for monetary damages for such a breach of fiduciary duty as a director, except for liabilities arising:

from any breach of the director's duty of loyalty to us or our stockholders;

from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

under Section 174 of the Delaware General Corporation Law; or

from any transaction from which the director derived an improper personal benefit.

We carry insurance policies insuring our directors and officers against certain liabilities that they may incur in their capacity as directors and officers. We have entered into indemnification agreements with certain of our executive offices and directors. These agreements, among other things, indemnify and advance expenses to our directors and officers for certain expenses, including attorney's fees, judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by us arising out of such person's services as our director or officer, or any other company or enterprise to which the person provides services at our request. We believe that these provisions and agreements are necessary to attract and retain qualified persons as directors and officers. We have entered into agreements to indemnify all of our directors and officers.

Additionally, reference is made to the Underwriting Agreement filed as Exhibit 1.1 hereto, which provides for indemnification by the underwriters of Amedica Corporation, our directors and officers who sign the registration statement and persons who control Amedica Corporation, under certain circumstances.

## **Item 15. Recent Sales of Unregistered Securities**

Since May 18, 2013, we have sold the following securities that were not registered under the Securities Act. All share numbers and prices set forth below have been adjusted to reflect a reverse stock split effective as of January 25, 2016 whereby each 15 shares of common stock were replaced with one share of common stock (with no fractional shares issued).

(a) Issuances of Capital Stock and Warrants



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The sale and issuance of the securities set forth below were deemed to be exempt from registration under the Securities Act by virtue of Section 4(2) or Rule 506 promulgated under Regulation D promulgated thereunder and Section 3(a)(9). Each of the recipients of securities in these transactions was an accredited investor within the meaning of Rule 501 of Regulation D under the Securities Act and had adequate access, through employment, business or other relationships, to information about us. No underwriters were involved in these transactions.

On August 30, 2013 and September 20, 2013, we issued and sold a total of 94.8 units, each unit consisting of 3,334 shares of our Series F convertible preferred stock and a warrant to acquire 65 shares of our common stock at an exercise price of \$386.55 per share, to 45 accredited investors at \$100,000 per unit for an aggregate purchase price of \$9,480,000. The purchase of these units resulted in our issuance of 316,064 shares of our Series F convertible preferred stock and warrants to purchase 6,131 shares of our common stock. In connection with this offering, we issued warrants to purchase an aggregate of 621 shares of our common stock, at an exercise price of \$850.50 per share, to TGP Securities, Inc.

On March 20, 2014, we issued 3,334 shares of our common stock to a service provider for services previously rendered with respect to certain corporate development activities.

On June 30, 2014, we issued a warrant to purchase 34,409 shares of our common stock to Hercules Technology in connection with a Loan and Security Agreement. This warrant was amended on September 8, 2015 increasing the amount of shares to be purchased to 103,226.

On June 30, 2014, we issued a warrant to purchase warrants to purchase up to 37,926 shares of our common stock to Magna pursuant to a Securities Purchase Agreement.

On September 17, 2014, we issued a warrant to purchase 3,334 shares of our common stock to a service provider to be a financial advisor in connection with a financing.

On October 31, 2014, we issued a warrant to purchase 1,667 shares of our common stock to a service provider to serve as a non-exclusive financial advisor.

On November 6, 2014, in connection with a bridge loan, we issued to the bridge loan lender a warrant to purchase up to 17,826 shares of the Company's common stock.

On November 12, 2014, we issued a warrant to purchase 10,000 shares of our common stock to a financial advisor with respect to certain services provided.

On January 22, 2015, we issued 2,000 shares of our common stock to a service provider for services with respect to certain corporate development activities.

On September 8, 2015, we issued to issue investors Series A Warrants and Series C Warrants, each exercisable for 874,891 shares of our common stock.

On October 19, 2015, we issued 16,000 shares of our common stock to a service provider for services with respect to certain corporate development activities.

On January 28, 2016, we issued a warrant to purchase 275,000 shares of our common stock to a financial advisor.

On April 4, 2016 and again on April 27, 2016, in connection with a debt exchange agreement we issued to the lender warrants to purchase 100,000 shares of common stock of the Company.

*(b)* Certain Grants and Exercises of Stock Options

From January 1, 2013 through March 31, 2014, we granted a total of 128,537 RSUs and 11,980 options at exercise prices ranging from \$85.20 to \$386.55. During the same period, 4,048 options to purchase shares of common stock were exercised.

Option grants, RSU grants and the issuances of common stock upon exercise of such options were exempt pursuant to Rule 701 and Section 4(2) of the Securities Act of 1933.

**Item 16. Exhibits and Financial Statement Schedules.**

*(a) Exhibits*

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## (3) Exhibits

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this Annual Report and such Exhibit Index is incorporated by reference.

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Filed with this Report</b>	<b>Incorporated by Reference herein from Form or Schedule</b>	<b>Filing Date</b>	<b>SEC File/Reg. Number</b>
1.1	Form of Underwriting Agreement		Amendment No. 3 to Form S-1 (Exhibit 1.1)	6/30/16	333-211520
3.1	Restated Certificate of Incorporation of the Registrant		Form 8-K (Exhibit 3.1)	2/20/14	001-33624
3.1.1	Certificate of Amendment to the Restated Certificate of Incorporation of Amedica Corporation		Form 8-K (Exhibit 3.1)	1/22/16	001-33624
3.2	Restated Bylaws of the Registrant		Form 8-K (Exhibit 3.1)	2/20/14	001-33624
3.3	Form of Certificate of Designation of Series A Preferred Stock		Amendment No. 3 to Form S-1 (Exhibit 3.3)	6/30/14	333-211520
4.1	Form of Common Stock Certificate of the Registrant		Amendment No. 3 to Form S-1 (Exhibit 4.1)	1/29/14	333-192232
4.2	Form of Warrant to Purchase Shares of Common Stock of the Registrant, issued on May 9, 2011		Amendment No. 3 to Form S-1 (Exhibit 4.9)	1/29/14	333-192232
4.3	Warrant to Purchase Shares of Series F Convertible Preferred Stock by and between the Registrant and GE Capital Equity Investments, Inc., dated as of December 17, 2012		Form S-1 (Exhibit 4.10)	11/8/13	333-192232
4.4	Warrant to Purchase Shares of Series F Convertible Preferred Stock by and between the Registrant and Zions First National Bank, dated as of December 17, 2012		Form S-1 (Exhibit 4.11)	11/8/13	333-192232
4.5	Form of Warrant to Purchase Shares of Common Stock of the Registrant, issued on March 4, 2011 and May 9, 2011		Form S-1 (Exhibit 4.12)	11/8/13	333-192232
4.6	Form of Amendment to Warrant to Purchase Shares of Common Stock of the Registrant, dated as of December 18, 2012		Form S-1 (Exhibit 4.13)	11/8/13	333-192232

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4.7	Form of Amendment No. 2 to Warrant to Purchase Shares of Common Stock of the Registrant, dated as of February 1, 2013	Form S-1 (Exhibit 4.14)	11/8/13	333-192232
4.8	Form of Warrant to Purchase Shares of Common Stock of the Registrant, issued on August 30, 2013 and September 20, 2013, as amended	Amendment No. 2 to Form S-1 (Exhibit 4.17)	12/20/13	333-192232

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4.9	Form of Amendment to Warrant to Purchase Common Stock of the Registrant, dated as of December 23, 2013	Amendment No. 3 to Form S-1 (Exhibit 4.17.1)	1/29/14	333-192232
4.10	Form of Warrant to Purchase Shares of Common Stock of the Registrant, issued to TGP Securities, Inc. on August 30, 2013 and September 20, 2013, as amended	Amendment No. 2 to Form S-1 (Exhibit 4.20)	12/20/13	333-192232
4.11	Form of Amendment to Warrant to Purchase Shares of Common Stock of the Registrant, issued to TGP Securities, Inc., dated as of December 23, 2013	Amendment No. 3 to Form S-1 (Exhibit 4.21)	1/29/14	333-192232
4.12	Hercules Warrant to Purchase Common Stock	Form 8-K (Exhibit 4.3)	7/1/2014	001-33624
4.13	Form of Warrant Issued to Investors	Amendment No. 3 to Form S-1 (Exhibit 4.24)	11/19/14	333-199753
4.14	Form of Unit Purchase Option Issued to the Underwriters	Amendment No. 3 to Form S-1 (Exhibit 4.25)	11/19/14	333-199753
4.15	Form of Warrant Agent Agreement by and between the Registrant and American Stock Transfer and Trust Company	Amendment No. 3 to Form S-1 (Exhibit 4.26)	11/19/14	333-199753
4.16	Warrant to purchase shares of common stock of the Registrant by and between the Registrant and Hampshire MedTech Partner II, L.P., dated as of November 6, 2014	Form 8-K (Exhibit 4.1)	11/7/14	001-33624
4.17	Form of Warrant to Purchase Shares of Common Stock of the Registrant issued on September 17, 2014.	Form 10-K (Exhibit 4.27)	3/24/15	001-33624
4.18	Form of Warrant to Purchase Shares of Common Stock of the Registrant issued on November 12, 2014.	Form 10-K (Exhibit 4.28)	3/24/15	001-33624
4.19	Senior Convertible Note by Registrant payable to MG Partners II, Ltd., Issuance Date: August 12, 2014, Exchange Date: April 2, 2015	Form 8-K (Exhibit 4.2)	4/3/15	001-33624
4.20	Form of Series B Warrant	Form 8-K (Exhibit 4.2)	9/8/15	001-33624
4.21	Form of Series D Warrant	Form 8-K (Exhibit 4.4)	9/8/15	001-33624
4.22	Form of Amended and Restated Series A warrant	Form 8-K (Exhibit 4.1)	12/14/15	001-33624
4.23	Form of Amended and Restated Series C Warrant	Form 8-K (Exhibit 4.2)	12/14/15	001-33624

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4.24	Common Stock Purchase Warrant	Form 8-K (Exhibit 4.1)	4/5/16	001-33624
4.25	Form of Series E Warrant to be Issued in Offering	X		
4.26	Form of Underwriters Warrant to be Issued in Offering	Amendment No. 3 to Form S-1  (Exhibit 4.26)	6/30/16	333-211520
4.27	Form of Series A Preferred Stock Certificate	Amendment No. 3 to Form S-1  (Exhibit 4.27)	6/30/16	333-211520
5.1	Opinion of Counsel with respect to the legality of the securities being registered	Amendment No. 3 to Form S-1  (Exhibit 5.1)	6/30/16	333-211520
10.1	Securities Purchase Agreement by and between the Registrant and MG Partners II Ltd, dated as of June 30, 2014	Form 8-K (Exhibit 10.1)	7/1/2014	001-33624
10.2	Registration Rights Agreement by and between the Registrant and MG Partners II Ltd., dated as of June 30, 2014	Form 8-K (Exhibit 10.2)	7/1/2014	001-33624
10.3	Loan and Security Agreement by and among the Registrant, its subsidiary, Hercules Technology Growth Capital, Inc., and Hercules Technology III, L.P., dated as of June 30, 2014	Form 8-K (Exhibit 10.3)	7/1/2014	001-33624
10.4	Centrepointe Business Park Lease Agreement Net by and between the Registrant and Centrepointe Properties, LLC, dated as of April 21, 2009	Form S-1 (Exhibit 10.10)	11/8/13	333-192232
10.5	First Addendum to Centrepointe Business Park Lease Agreement Net by and between the Registrant and Centrepointe Properties, LLC, dated as of January 31, 2012	Form S-1 (Exhibit 10.11)	11/8/13	333-192232
10.6	Form of Change of Control Agreement*	Form 8-K (Exhibit 10.1)	7/22/15	001-33624
10.7	Form of Indemnification Agreement by and between the Registrant and its officers and directors	Amendment No. 2 to Form S-1 (Exhibit 10.14)	12/20/13	333-192232
10.8	Amedica Corporation Amended and Restated 2012 Equity Incentive Plan*	Amendment No. 4 to Form S-1 (Exhibit 10.15)	2/12/14	333-192232
10.9	Form of 2012 Stock Option Grant Notice and Stock Option Agreement*	Amendment No. 4 to Form S-1 (Exhibit 10.16)	2/12/14	333-192232
10.10	Form of 2012 Restricted Stock Award and Restricted Stock Unit Agreement*	Amendment No. 4 to Form S-1 (Exhibit 10.17)	2/12/14	333-192232
10.11	Amedica Corporation 2003 Stock Option Plan*		11/8/13	333-192232





10.12	Form of 2003 Non-Qualified Stock Option Agreement and Notice of Exercise of Non-Qualified Stock Option thereunder*	Form S-1 (Exhibit 10.19)	11/8/13	333-192232
10.13	Form of 2003 Incentive Stock Option Agreement and Notice of Exercise of Incentive Stock Option thereunder*	Form S-1 (Exhibit 10.20)	11/8/13	333-192232
10.14	Amendment and Exchange Agreement, date April 2, 2015, by and between the Registrant and MG Partners II, Ltd	Form 8-K (Exhibit 10.1)	4/3/15	001-33624
10.15	Consent and First Amendment to Loan and Security Agreement dated September 8, 2015 by and among Hercules Technology Growth Capital Inc., the financial institutions signatory thereto, Amedica Corporation, and the guarantors signatory thereto.	Form 8-K (Exhibit 10.1)	9/8/15	001-33624
10.16	First Amendment to Warrant to Purchase Shares of Common Stock of Amedica Corporation dated September 8, 2015, by and between Amedica Corporation and Hercules Technology III, L.P.	Form 8-K (Exhibit 10.2)	9/8/15	001-33624
10.17	Settlement and Waiver Agreement dated September 8, 2015, by and among Amedica Corporation and MG Partners II, Ltd.	Form 8-K (Exhibit 10.3)	9/8/15	001-33624
10.18	Placement Agency Agreement between Amedica Corporation and Ladenburg Thalmann & Co. Inc.	Form 8-K (Exhibit 10.4)	9/8/15	001-33624
10.19	Form of Securities Purchase Agreement between Amedica Corporation and the Purchasers Dated September 8, 2015	Form 8-K (Exhibit 10.5)	9/8/15	001-33624
10.20	Form of Registration Rights Agreement	Form 8-K (Exhibit 10.6)	9/8/15	001-33624
10.21	Form of Leak-Out Agreement	Form 8-K (Exhibit 10.1)	12/14/15	001-33624
10.22	Assignment and Second Amendment to Loan and Security Agreement, dated April 4, 2016, by and among the Company, Riverside Merchant Partners, LLC, Hercules Technology III, L.P. and Hercules Capital, Inc., the financial institutions signatory thereto, Amedica Corporation, and the guarantors signatory thereto.	Form 8-K (Exhibit 10.1)	4/5/16	001-33624
10.23	Exchange Agreement, dated April 4, 2016, by and among Amedica Corporation and Riverside Merchant Partners, LLC	Form 8-K (Exhibit	4/5/16	001-33624

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10.24	Subordinated Convertible Promissory Note, dated April 4, 2016, by and among Amedica Corporation and Riverside Merchant Partners, LLC	Form 8-K (Exhibit 10.3)	4/5/16	001-33624
21.1	List of Subsidiaries of the Registrant	Form S-1 (Exhibit 21.1)	11/8/13	333-192232
23.1	Consent of Independent Registered Public Accounting Firm	Amendment No. 3 to Form S-1  (Exhibit 23.1)	6/30/16	333-211520
23.2	Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)	Amendment No. 3 to Form S-1  (Exhibit 23.2)	6/30/16	333-211520
24.1	Power of Attorney	Form S-1 (Exhibit 24.1)	5/23/16	333-211520
*	Management contract or compensatory plan or arrangement.			
**	To be filed by amendment			

## Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not

(ii) exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; AND

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective (2) amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3)

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To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or Controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Salt Lake City, Utah on June 30, 2016.

AMEDICA CORPORATION

By: */s/ B. Sonny Bal MD*  
 B. Sonny Bal  
 Chief Executive Officer and President

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ B. Sonny Bal</i> B. Sonny Bal, MD	Chief Executive Officer, President and Chairman of the Board of Directors (principal executive officer)	June 30, 2016
<i>/s/ Ty Lombardi</i> Ty A. Lombardi	Chief Financial Officer (principal financial and accounting officer)	June 30, 2016
* Eric A. Stookey	Director	June 30, 2016
* David W. Truetzel	Director	June 30, 2016
* Jeffrey S. White	Director	June 30, 2016

\*By: */s/ B. Sonny Bal*  
 B. Sonny Bal, MD  
 Attorney-in-fact

