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

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933**

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**ZYVERSA THERAPEUTICS, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**86-2685744**  
(I.R.S. Employer  
Identification Number)

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**2200 N. Commerce Parkway, Suite 208  
Weston, FL 33326  
(754) 231-1688**  
(Address, including zip code, and telephone number, including  
area code, of Registrant's principal executive offices)

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**Stephen C. Glover  
Chief Executive Officer  
ZyVersa Therapeutics, Inc.  
2200 N. Commerce Parkway, Suite 208  
Weston, FL 33326  
(754) 231-1688**  
(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

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*Copies of all communications, including communications sent to the agent for service, to:*

**Michael Lerner, Esq.  
Jared Kelly, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York, New York 10020  
(212) 262-6700**

**Thomas J. Poletti, Esq.  
Katherine Blair, Esq.  
Manatt, Phelps & Phillips, LLP  
695 Town Center Drive, 14th Floor  
Costa Mesa, California 92626  
(714) 371-2500**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes 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.

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.  **333-269442**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

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.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 of Zyversa Therapeutics, Inc. (the “Company”), as originally declared effective by the Securities and Exchange Commission (the “SEC”) on April 26, 2023, is being filed for the sole purpose of filing an updated Exhibit 5.1 as part of the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below. This Registration Statement shall become effective upon filing with the SEC in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Lowenstein Sandler LLP.</a>

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, in the city of Weston, State of Florida, on April 28, 2023.

### ZYVERSA THERAPEUTICS, INC.

By: /s/ Stephen C. Glover

Name: Stephen C. Glover

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen C. Glover</u> Stephen C. Glover	Chief Executive Officer, President and Chairman (Principal Executive Officer)	April 28, 2023
<u>/s/ Peter Wolfe</u> Peter Wolfe	Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	April 28, 2023
<u>*</u> Robert G. Finizio	Director	April 28, 2023
<u>*</u> Min Chul Park, Ph.D.	Director	April 28, 2023
<u>*</u> Daniel J. O'Connor	Director	April 28, 2023
<u>*</u> James Sapirstein	Director	April 28, 2023
<u>*</u> Gregory Frietag	Director	April 28, 2023
<u>*</u> Katrin Rupalla	Director	April 28, 2023

By \* /s/ Stephen C. Glover

Stephen C. Glover

Attorney-in-fact

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April 28, 2023

ZyVersa Therapeutics, Inc.  
2200 N. Commerce Parkway, Suite 208  
Weston, FL 33326

Ladies and Gentlemen:

We have acted as counsel for ZyVersa Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing of a Registration Statement on Form S-1 (File No. 333-269442) (the “*Registration Statement*”), including a related prospectus filed with the Registration Statement (the “*Prospectus*”), with the Securities and Exchange Commission (the “*Commission*”) pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”), covering an offering of (i) 11,015,500 shares (the “*Shares*”) of common stock par value \$0.0001 per share (the “*Common Stock*”) and (ii) warrants to purchase 11,015,500 shares of Common Stock (each a “*Warrant*,” and each share of Common Stock underlying a Warrant, a “*Warrant Share*”).

The Shares and Warrants are to be sold by the Company pursuant to a securities purchase agreement (the “*Purchase Agreement*”) to be entered into between the Company and the purchasers that are party thereto. This opinion is being rendered in connection with the filing of the Registration Statement with the Commission.

In connection with this opinion, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Company’s Second Amended and Restated Certificate of Incorporation as currently in effect, (ii) the Company’s Second Amended and Restated Bylaws as currently in effect, (iii) the Registration Statement and related Prospectus, (iv) the form of Purchase Agreement, (v) the form of Warrant and (vi) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials or of officers and representatives of the Company, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to certain questions of fact material to this opinion, we have relied upon certificates or comparable documents of officers and representatives of the Company and have not sought to independently verify such facts.

Based on the foregoing, and subject to the assumptions, limitations and qualifications stated herein, we are of the opinion that (i) the Shares, when issued and sold as contemplated in the Registration Statement and the related Prospectus, and upon payment and delivery in accordance with the Purchase Agreement, will be validly issued, fully paid and non-assessable, (ii) when the Warrants are duly executed and delivered by the Company and paid for by the purchasers in accordance with the terms of the Purchase Agreement, such Warrants will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors’ rights and to general equitable principles and (iii) the Warrant Shares have been duly authorized and, when issued upon the due exercise of the Warrants, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (including reported judicial decisions interpreting the General Corporation Law of the State of Delaware) and, with respect to the enforceability of the Warrants, the laws of the State of New York, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption “Legal Matters” in the Prospectus which is a part of the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

*/s/ Lowenstein Sandler LLP*

Lowenstein Sandler LLP

NEW YORK

PALO ALTO

NEW JERSEY

UTAH

WASHINGTON, D.C.

Lowenstein Sandler LLP