

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-1**

REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

**ZYVERSA THERAPEUTICS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**2834**

(Primary Standard Industrial  
Classification Code Number)

**86-2685744**

(I.R.S. Employer  
Identification Number)

**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)

**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)

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

**Faith L. Charles, Esq.**

**Todd Mason, Esq.**

**Naveen Pogula, Esq.**

**Thompson Hine LLP**

**300 Madison Avenue, 27th Floor**

**New York, New York 10017**

**(212) 344-5680**

**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.

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 in accordance with Rule 462(d) 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 (Registration No. 333-272657) of ZyVersa Therapeutics, Inc., as originally declared effective by the U.S. Securities and Exchange Commission (the "SEC") on July 18, 2023, is being filed pursuant to Rule 462(d) of the Securities Act of 1933, as amended (the "Securities Act"), for the sole purpose of filing Exhibits 4.8.1 and 5.1. This Post-Effective Amendment No. 1 does not modify any other part of the Registration Statement other than supplementing Item 16 of Part II as set forth below. Pursuant to Rule 462(d) under the Securities Act, this Post-Effective Amendment No. 1 shall become effective upon filing with the SEC. The contents of the Registration Statement are hereby incorporated by reference.

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EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 4.8.1             | <a href="#">Form of Warrant Amendment Agreement.</a> |
| 5.1               | <a href="#">Opinion of Thompson Hine 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 July 26, 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><br>Stephen C. Glover | Chief Executive Officer, President and Chairman<br>(Principal Executive Officer)                        | July 26, 2023 |
| <u>/s/ Peter Wolfe</u><br>Peter Wolfe             | Chief Financial Officer and Secretary<br>(Principal Financial Officer and Principal Accounting Officer) | July 26, 2023 |
| <u>*</u><br>Robert G. Finizio                     | Director  | July 26, 2023 |
| <u>*</u><br>Min Chul Park, Ph.D.                  | Director  | July 26, 2023 |
| <u>*</u><br>James Sapirstein                      | Director  | July 26, 2023 |
| <u>*</u><br>Gregory Frietag                       | Director  | July 26, 2023 |

\* Pursuant to Power of Attorney

By /s/ Stephen C. Glover  
*Stephen C. Glover*

Attorney-in-fact

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**AMENDMENT TO  
COMMON STOCK PURCHASE WARRANT**

This AMENDMENT TO COMMON STOCK PURCHASE WARRANT (this "Amendment") is entered into as of July 26, 2023, by and between ZyVersa Therapeutics, Inc., a Delaware corporation (the "Company"), and the holder signatory hereto (the "Holder").

WHEREAS, the Holder is the holder of a Common Stock Purchase Warrant, issued as of April 28, 2023 and a Termination Date of April 28, 2028 to purchase \_\_\_\_\_ shares of common stock of the Company, par value \$0.0001 per share (the "Original Warrant");

WHEREAS, pursuant to Section 5(l) of the Original Warrant, the Original Warrant may be modified or amended or the provisions thereof waived with the written consent of the Company and the Holder; and

WHEREAS, the Company and the Holder are parties to the Securities Purchase Agreement, dated of even date herewith (the "Purchase Agreement"), pursuant to which the Holder has agreed to purchase certain securities of the Company in a registered offering pursuant to the Company's Registration Statement on Form S-1 (Registration No. 333-272657) (the "Offering"); and

WHEREAS, capitalized terms used herein have the respective meanings ascribed thereto in the Purchase Agreement unless otherwise defined herein; and

WHEREAS, the Company and the Holder desire to amend the Original Warrant as set forth in this Amendment.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Company and the Holder hereby agree as follows:

1. Amendment to "Exercise Price". Section 2(b) is hereby amended and restated in its entirety as follows:

"(b) Exercise Price. The exercise price per share of Common Stock under this Warrant shall be \$0.165, subject to adjustment hereunder (the "Exercise Price")."

2. Amendment to "Termination Date". The definition of "Termination Date" is hereby amended and restated in its entirety as follows:

"Termination Date" shall mean on or prior to 5:00 p.m. (New York City time) on July 26, 2028."

3. Effectiveness. This Amendment, when duly executed and delivered by the parties hereto, shall only become effective upon the closing of the Offering.

4. No Further Amendment. Except as amended by this Amendment, the Original Warrant remains unaltered and shall remain in full force and effect.

5. Disclosure. The Company shall (a) by the Disclosure Time, issue a press release disclosing the material terms of the transactions contemplated hereby, and (b) file a Current Report on Form 8-K with the Commission within the time required by the Exchange Act. From and after the issuance of such press release, the Company represents to the Holder that it shall have publicly disclosed all material, non-public information delivered to the Holder by the Company or any of its Subsidiaries, or any of their respective officers, directors, employees or agents in connection with the transactions contemplated hereby.

6. Jurisdiction. All questions concerning the construction, validity, enforcement and interpretation of this Amendment shall be determined in accordance with the provisions of that certain Securities Purchase Agreement dated as of April 26, 2023, by and between the Company and the Holder.

7. Counterparts. This Amendment may be executed in any number of counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument. Signatures delivered by facsimile, electronic mail (including as a PDF file) or other transmission method shall be deemed to be original signatures, shall be valid and binding, and, upon delivery, shall constitute due execution of this Amendment.

**(Signature page follows)**

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IN WITNESS WHEREOF, each of the Company and the Holder has caused this Amendment to be executed by its officer thereunto duly authorized as of the date first above indicated.

**COMPANY**

ZYVERSA THERAPEUTICS, INC.

By: \_\_\_\_\_  
Name: Stephen C. Glover  
Title: Chief Executive Officer

**HOLDER**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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ATLANTA

CINCINNATI

COLUMBUS

NEW YORK

CHICAGO

CLEVELAND

DAYTON

WASHINGTON, D.C.

July 26, 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 (the “**Registration Statement**”), including a related prospectus filed with the Registration Statement (the “**Prospectus**”), with the U.S. Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), covering an offering of (i) up to 28,571,429 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (the “**Common Stock**”), (ii) common stock purchase warrants (the “**Purchase Warrants**”) to purchase up to 28,571,429 shares of Common Stock (“**Purchase Warrant Shares**”), and (iii) pre-funded warrants (the “**Pre-Funded Warrants**”) and, together with the Purchase Warrants, the “**Warrants**”) to purchase up to 28,571,429 shares of Common Stock (together with the Purchase Warrant Shares, the “**Warrant Shares**”).

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 the Prospectus, (iv) the form of Purchase Warrant, (v) the form of Pre-Funded 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 duly issued and sold by the Company as contemplated in the Registration Statement and the Prospectus, will be validly issued, fully paid, and non-assessable, (ii) the Warrants, when duly issued and sold by Company as contemplated in the Registration Statement and the Prospectus, will constitute the legal, valid, and binding obligations 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 opinion of the laws of any other jurisdiction.

THOMPSON HINE LLP  
ATTORNEYS AT LAW

300 Madison Avenue, 27th Floor  
New York, New York 10017-6232

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ZyVersa Therapeutics, Inc.  
July 26, 2023  
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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption “Legal Matters” in the Prospectus. 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.

Very truly yours,

/s/ Thompson Hine LLP

Thompson Hine LLP

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