

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EMMAUS LIFE SCIENCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware

87-0419387

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503  
(Address of principal executive offices)

Emmaus Life Sciences, Inc. Amended and Restated 2011 Stock Incentive Plan  
(Full title of the plan)

Yutaka Niihara, M.D., M.P.H.  
Chairman and Chief Executive Officer  
Emmaus Life Sciences, Inc.  
21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503  
(Name and address of agent for service)

(310) 214-0065  
(Telephone number, including area code, of agent for service)

Copy to:  
Dale E. Short  
General Counsel  
Emmaus Life Sciences, Inc.  
21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503  
(310) 214-0065

Indicate by check mark (ü) 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 accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001 per share	6,992,541 shares <sup>(2)</sup>	\$ 4.20 <sup>(3)</sup>	\$ 29,368,672.20 <sup>(3)</sup>	--
Common Stock, par value \$0.001 per share	2,007,459 shares <sup>(4)</sup>	\$ 2.87 <sup>(5)</sup>	\$ 5,761,407.33 <sup>(5)</sup>	--
<b>Total</b>	<b>9,000,000 shares</b>	<b>--</b>	<b>\$ 35,130,079.53</b>	<b>\$ 4,257.77</b>

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers such additional shares of common stock as may become issuable under the “Assumed Plan” (as defined in Note 2), below as a result of anti-dilution adjustment provisions of the Assumed Plan relating to stock splits, stock dividends, recapitalizations and similar transactions.
- (2) Represents shares issuable upon the exercise of outstanding options under the Emmaus Life Sciences, Inc. Amended and Restated 2011 Stock Incentive Plan (the “Assumed Plan”) assumed by the Registrant pursuant to the “Merger” (as defined in the Explanatory Note that follows).
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) of the Securities Act based upon the weighted-average exercise price of such options.
- (4) Represents shares reserved for issuance pursuant to future awards under the Assumed Plan.
- (5) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act based upon the average of the high and low prices of the common stock as reported on The NASDAQ Capital Market on September 10, 2019.

#### EXPLANATORY NOTE

Reference is made to the Agreement and Plan of Merger and Reorganization, dated as of January 4, 2019, as amended by the First Amendment thereto, dated as of May 27, 2019 (as so amended, the "Merger Agreement"), by and among the Registrant, Athena Merger Subsidiary, Inc., a wholly owned subsidiary of the Registrant (the "Merger Subsidiary"), and EMI Holding, Inc., formerly known as "Emmaus Life Sciences, Inc." ("EMI"), set forth as Annex A to the joint proxy statement/prospectus filed by the Registrant with the Securities and Exchange Commission on June 14, 2019 under Rule 424 of the Securities Act of 1933, as amended. Pursuant to the Merger Agreement, Merger Subsidiary merged with and into EMI (the "Merger"), with EMI surviving the Merger as a wholly owned subsidiary of the Registrant, and the Registrant assumed the Assumed Plan and each vested and unvested option under the Assumed Plan that was outstanding at the effective time of the Merger on July 17, 2019. Immediately after the effective time the Merger, the outstanding options issued under the Assumed Plan and assumed by the Registrant pursuant to the Merger Agreement were exercisable for a total of 6,992,541 shares of common stock of the Registrant.

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

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\* The information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8. The documents containing the information specified in Part I will be sent or given to participants in the Assumed Plan as specified by Rule 428(b)(1).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents previously filed by Emmaus Life Sciences, Inc. (formerly known as MYnd Analytics, Inc. and herein “we,” “us,” “our,” or the “Company”) with the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934 (the “Exchange Act”) are incorporated by reference in this registration statement:

- Our Annual Report on Form 10-K for the fiscal year ended September 30, 2018 filed on December 11, 2018 or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Company’s latest fiscal year for which such statements have been filed;
- All other reports filed by the company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company’s latest Annual Report or prospectus referred to above; and
- The description of our common stock in our Registration Statement on Form 8-A (File No. 001-35527) filed under the Exchange Act on July 13, 2017, and any amendment or report filed for the purpose of updating any such description.

In addition, each document (other than any portion of such document that is deemed not “filed” under the Exchange Act in accordance with the Exchange Act and the Commission’s rules) that we file with the Commission under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement that indicates that all shares of common stock registered hereunder have been sold, or that deregisters all such shares of common stock then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be part thereof from the date of the filing of such document.

#### Item 4. Description of Securities

Not applicable.

#### Item 5. Interests of Named Experts and Counsel

Not applicable.

#### Item 6. Indemnification of Directors and Officers

Section 102(b)(7) of the Delaware General Corporation Law authorizes a corporation in its certificate of incorporation to eliminate or limit personal liability of directors of the corporation for violations of the directors’ fiduciary duty of care. However, directors remain liable for breaches of duties of loyalty, failing to act in good faith, engaging in intentional misconduct, knowingly violating a law, paying a dividend or approving a stock repurchase which was illegal under Delaware General Corporation Law Section 174 or obtaining an improper personal benefit. In addition, equitable remedies for breach of fiduciary duty of care, such as injunction or recession, are available.

Our certificate of incorporation eliminates the personal liability of the members of our board of directors to the fullest extent permitted by law.

In addition, our certificate of incorporation provides for indemnification of our officers and directors to the fullest extent permitted by law.

Section 145 of the Delaware General Corporation Law empowers a corporation to indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or agent of the corporation or another enterprise if serving at the request of the corporation. Depending on the character of the proceeding, a corporation may indemnify against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person indemnified acted in good faith in respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In the case of an action by or in the right of the corporation, no indemnification may be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Section 145 further provides that to the extent a director, officer, employee or agent of a corporation has been successful in the defense of any action, suit or proceeding referred to above or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

We have entered into indemnification agreements with each of our directors and officers under which we agree, in effect, to indemnify them to the fullest extent permitted by Delaware law. Such indemnification agreements also require us to advance expenses, as incurred, to our directors and officers in connection with legal proceedings, subject to limited exceptions.

We also hold an insurance policy covering directors and officers under which the insurer agrees to pay, with some exclusions, for any claim made against our directors and officers for a wrongful act that they may become legally obligated to pay or for which we are required to indemnify our directors or officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, or the Securities Act, may be permitted for directors, officers and controlling persons of the Company under the above provisions, or otherwise, the Commission has advised us that, in its opinion, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act and will be governed by the final adjudication of such issue.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

The following exhibits are filed with or incorporated by reference as a part of this registration statement:

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	<b>Filed/ Furnished</b>
3.1	<a href="#">Certificate of Incorporation</a>	10-Q	001-33527	3.1	February 20, 2018	
3.2	<a href="#">Certificate of Amendment to Certificate of Incorporation filed July 17, 2019</a>	8-K	001-35527	3.1	July 22, 2019	
3.3	<a href="#">Certificate of Merger filed July 17, 2019</a>	8-K	001-35527	3.2	July 22, 2019	
3.4	<a href="#">Certificate of Amendment to Certificate of Incorporation filed July 17, 2019</a>	8-K	001-35527	3.3	July 22, 2019	
3.5	<a href="#">Amended and Restated By-laws</a>	8-K	001-35527	3.4	July 22, 2019	
4.1	<a href="#">Emmaus Life Sciences, Inc. Amended and Restated 2011 Stock Incentive Plan</a>	Def 14A	000-53072	Annex A	September 19, 2014	
4.2	<a href="#">Form of Incentive Stock Option Agreement (Time-based Vesting) under the Emmaus Life Sciences, Inc. 2011 Stock Incentive Plan</a>	8-K	000-53072	10.3(b)	May 4, 2011	
4.3	<a href="#">Form of Non-Qualified Stock Option Agreement (Time-based Vesting) under the Emmaus Life Sciences, Inc. 2011 Stock Incentive Plan</a>	8-K	000-53072	10.3(d)	May 4, 2011	
4.4	<a href="#">Form of Incentive Stock Option Agreement (Time and Performance-based Vesting) under the Emmaus Life Sciences, Inc. 2011 Stock Incentive Plan</a>	8-K	000-53072	10.3(a)	May 4, 2011	
4.5	<a href="#">Form of Non-Qualified Incentive Stock Option Agreement (Time and Performance-based Vesting) under the Emmaus Life Sciences, Inc. 2011 Stock Incentive Plan</a>	8-K	000-53072	10.3(c)	May 4, 2011	
4.6	<a href="#">Form of Restricted Stock Agreement (Time-based Vesting) under the Emmaus Life Sciences, Inc. 2011 Stock Incentive Plan</a>	8-K	000-53072	10.3(d)	May 4, 2011	
4.7	<a href="#">Form of Restricted Stock Agreement (Time and Performance-based Vesting) under the Emmaus Life Sciences, Inc. 2011 Stock Incentive Plan</a>	8-K	000-53072	10.(e)	May 4, 2011	
5.1	<a href="#">Opinion of Dale E. Short (included with this registration statement).</a>					*
23.1	<a href="#">Consent of Marcum LLP</a>					*
23.2	<a href="#">Consent of SingerLewak LLP</a>					*
23.3	<a href="#">Consent of Dale E. Short (included in the opinion filed as Exhibit 5.1).</a>					*
24.1	<a href="#">Power of Attorney (included on the signature page of this registration statement).</a>					*

\* Filed herewith.

## Item 9. Undertakings

(a) The Company 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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective 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; and

(3) To file a post-effective amendment to remove from registration any of the securities being registered that remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act of 1933 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 reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Torrance, California, on September 11, 2019.

### EMMAUS LIFE SCIENCES, INC.

By: /s/ YUTAKA NIIHARA  
Yutaka Niihara, M.D., M.P.H.  
Chairman and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Yutaka Niihara, M.D., M.P.H. as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her in any and all capacities, to sign this registration statement on Form S-8 and any amendments hereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as he or she might do or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may do or cause to be done by virtue of this power of attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ YUTAKA NIIHARA</u> Yutaka Niihara, M.D., M.P.H.	Chairman and Chief Executive Officer (principal executive officer)	September 11, 2019
<u>/s/ JOSEPH C. SHERWOOD III</u> Joseph C. Sherwood III	Chief Financial Officer (principal financial and accounting officer)	September 11, 2019
<u>/s/ ROBERT DICKEY</u> Robert Dickey	Director	September 11, 2019
<u>/s/ WILLIS C. LEE</u> Willis C. Lee, M.S.	Director	September 11, 2019
<u>/s/ MASAHARU OSATO</u> Masaharu Osato, M.D.	Director	September 11, 2019
<u>/s/ WEI PEN ZEN</u> Wei Pen Zen	Director	September 11, 2019
<u>/s/ IAN ZWICKER</u> Ian Zwicker	Director	September 11, 2019
<u>/s/ ROBIN L. SMITH</u> Robin L. Smith, M.D.	Director	September 11, 2019

Dale E. Short, Esq.  
General Counsel  
Emmaus Life Sciences, Inc.  
21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503

September 11, 2019

Emmaus Life Sciences, Inc.  
21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I have acted as counsel to Emmaus Life Sciences, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") that the Company intends to file with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof for the purpose of registering the sale of up to 9,000,000 shares (the "Shares") of its common stock, par value \$0.001 per share, issuable pursuant to outstanding and future awards under the EMI Holding, Inc. (formerly Emmaus Life Sciences, Inc.) Amended and Restated 2011 Stock Incentive Plan (the "Plan"). This opinion letter is being given to you pursuant to your request.

As a basis for rendering my opinion expressed below, I have reviewed originals or copies of originals, certified or otherwise identified to my satisfaction, of (i) the Registration Statement, (ii) the Plan, (iii) the Company's Certificate of Incorporation and Amended and Restated By-Laws, each as amended to date, (iv) minutes or resolutions of the Company's Board of Directors and stockholders pertaining to the adoption of the Plan and issuance of the Shares, the Registration Statement and related matters, and (v) such other certificates of public officials, certificates of officers of the Company and other documents as we have considered necessary or appropriate as a basis for rendering my opinion.

With your permission, in order to render my opinion, I have made and relied upon such customary assumptions as I have deemed necessary or appropriate without any independent investigation or inquiry by us. Among other things, I have assumed that: all signatures on documents reviewed by me are genuine; all documents submitted to me as originals are authentic; and all documents submitted to me as copies conform to the originals of such documents, and such originals are authentic.

The law covered by my opinion is limited to the laws of the State of Delaware. I neither express nor imply any opinion with respect to any other laws or the laws of any other jurisdiction, and I assume no responsibility with respect to the application or effect of any such laws.

This opinion letter is limited to the opinion expressly stated below, does not include any implied opinions and is rendered as of the date hereof. I do not undertake to advise you of matters that may come to my attention subsequent to the date hereof and that may affect my opinion, including, without limitation, future changes in applicable law.

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Based upon and subject to all of the foregoing, I am of the opinion that all Shares that are issued, delivered and paid for in accordance with the terms and conditions of the Registration Statement and the Plan will be validly issued, fully paid and nonassessable.

I consent to the filing of this opinion letter as an exhibit to the Registration Statement. However, by giving you this opinion letter and consent, I do not thereby admit that I am within 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/ Dale E. Short

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement of Emmaus Life Sciences, Inc. (formerly “MYnd Analytics, Inc.”) on Form S-8 of our report, which includes an explanatory paragraph as to the Company’s ability to continue as a going concern, dated December 11, 2018 relating to the consolidated financial statements and schedule of Emmaus Life Sciences, Inc. appearing in the Annual Report on Form 10-K of Emmaus Life Sciences, Inc. for the year ended September 30, 2018.

/s/ Marcum LLP

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Marcum LLP  
Costa Mesa, California  
September 11, 2019

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Emmaus Life Sciences, Inc. (formerly MYnd Analytics, Inc.) of our report dated March 21, 2019, relating to the consolidated financial statements of EMI Holding, Inc. and Subsidiaries (formerly Emmaus Life Sciences, Inc.) appearing in the Annual Report on Form 10-K of EMI Holding, Inc. for the year ended December 31, 2018.

/s/ SingerLewak LLP

Los Angeles, California  
September 11, 2019