

ORAMED PHARMACEUTICALS INC.

Form 4

December 28, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
REGALS CAPITAL
MANAGEMENT LP

2. Issuer Name and Ticker or Trading Symbol
ORAMED PHARMACEUTICALS
INC. [ORMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
152 WEST 57TH STREET, 9TH
FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2015

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock ⁽¹⁾ | 12/23/2015 | | X | 290,459 A | \$ 3.7656 1,186,823 | I ⁽¹⁾ | By Regals Fund LP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants (Right to Buy) | \$ 3.7656 | 12/23/2015 | | X | 290,459 | (2) (2) | Common Stock | 290,459 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REGALS CAPITAL MANAGEMENT LP 152 WEST 57TH STREET 9TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|---|------------|
| /s/ David M. Slager, as Managing Member of Regals Capital Holdings LLC, general partner of Regals Capital Management LP | 12/28/2015 |
| Signature of Reporting Person | Date |
| /s/ David M. Slager, as Managing Member of Regals Fund GP LLC, general partner of Regals Fund, LP | 12/28/2015 |
| Signature of Reporting Person | Date |
| /s/ David M. Slager | 12/28/2015 |
| Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
This Form 4 is filed jointly by Regals Fund LP (the "Fund"), Regals Capital Management LP ("Regals Management"), and David M. Slager (collectively, the "Reporting Persons"). Mr. Slager is Managing Member of the general partner of Regals Management. Regals Management is the investment manager of the Fund. The securities reported herein are held for the account of the Fund. Accordingly,
 - (1) each of the Reporting Persons may be deemed to be a beneficial owner of the securities owned by the Fund for purposes of Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Act"). Pursuant to Rule 16a-1(a)(4) under the Act, Regals Management and Mr. Slager disclaim beneficial ownership in the securities owned by the Fund except to the extent, if any, of their pecuniary interest therein.
 - (2) On December 23, 2015, the Fund exercised its right to purchase 290,459 shares of Common Stock at a price of \$3.7656 per share pursuant to the terms of warrants issued to the Fund by the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.