Edge Therapeutics, Inc.
Form 424B5
April 19, 2017
TABLE OF CONTENTS

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-214196

PROSPECTUS SUPPLEMENT
(To Prospectus dated November 2, 2016)

1,800,000 Shares of Common Stock

We are offering 1,800,000 shares of our common stock, par value $0.00033 per share, in a registered direct offering at a negotiated price of $10.00 per share directly to investors that are not affiliated with us pursuant to this prospectus supplement and the accompanying prospectus and subscription agreements with such investors.

Our common stock is listed on the NASDAQ Global Select Market under the symbol EDGE. On April 18, 2017, the last reported sale price of our common stock on The NASDAQ Global Select Market was $8.81 per share.

We are an emerging growth company as that term is used in the Jumpstart Our Business Startups Act of 2012 (JOBS Act) and, as such, have elected to comply with certain reduced public company reporting requirements for this prospectus supplement and the accompanying prospectus.

Investing in our common stock involves risks. Before making an investment decision, you should carefully review the information under Risk Factors beginning on page S-4 of this prospectus supplement and under similar headings in the documents incorporated by reference into this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public Offering Price	$ 10.00	$ 18,000,000
Fees of Maxim Group LLC[1]	$ 0.30	$ 540,000
Proceeds to Edge Therapeutics, Inc. (before expenses)	$ 9.70	$ 17,460,000

1 For additional information about the compensation paid to Maxim Group LLC, see “Plan of Distribution.”
Delivery of the shares of common stock is expected to be made on or about April 21, 2017.

The date of this prospectus supplement is April 19, 2017

TABLE OF CONTENTS

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT

PROSPECTUS

S-i

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS SUPPLEMENT

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the date of those respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates. You should read this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus in their entirety before making an investment decision. You also should read and consider the information in the documents to which we have referred you in the section of this prospectus supplement entitled Information Incorporated by Reference and the sections of the accompanying prospectus entitled Incorporation of Certain Information and Where You Can Find More Information.

This prospectus supplement and the accompanying prospectus form a part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the Commission) utilizing a shelf registration process. This document contains two parts. The first part consists of this prospectus supplement, which provides you with specific information about this offering. The second part, the accompanying prospectus, dated November 2, 2016, provides more general information, some of which may not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined. This prospectus supplement may add to, update or change information contained in the accompanying prospectus. To the extent that any statement we make in this prospectus supplement is inconsistent with statements made in the accompanying prospectus or any documents incorporated by reference herein or therein, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the accompanying prospectus and such documents incorporated by reference herein and therein.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in the accompanying prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

For investors outside the United States, we have not done anything that would permit this offering or possession or distribution of this prospectus supplement in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus supplement outside of the United States.

As permitted by the rules and regulations of the Commission, the registration statement, of which this prospectus supplement and the accompanying prospectus form a part, includes additional information not contained in this prospectus supplement or the accompanying prospectus. You may read the registration statement and the other reports we file with the Commission at the Commission's web site or at the Commission's offices described below under the heading Where You Can Find More Information.

In this prospectus supplement, unless otherwise stated or the context otherwise indicates, references to Edge, Edge Therapeutics, the Company, we, us, our and similar references refer to Edge Therapeutics, Inc., a Delaware

corporation.

Trademarks, service marks or trade names of any other companies appearing in this prospectus supplement are the property of their respective owners. Use or display by us of trademarks, service marks or trade names owned by others is not intended to and does not imply a relationship between us and, or endorsement or sponsorship by, the owners of the trademarks, service marks or trade names.

TABLE OF CONTENTS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Cautionary Note Regarding Forward-Looking Statements

This prospectus supplement contains forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this prospectus supplement, including statements regarding our future results of operations and financial position, strategy and plans, and our expectations for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, will, should, could, expects, intends, plans, anticipates, believes, estimat potential, continue or the negative of these terms or other comparable terminology. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading Risk Factors contained in this prospectus supplement and the accompanying prospectus. In light of these risks, uncertainties and assumptions, actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements in this prospectus supplement and you should not place undue reliance on these forward-looking statements.

These forward-looking statements include, but are not limited to, statements about:

- our plans to manufacture, develop and commercialize our product candidates;
- our ability to complete our ongoing clinical studies and to advance our product candidates into additional clinical studies, including pivotal clinical studies, and successfully complete such clinical studies;
- regulatory developments in the United States and foreign countries;
- our ability to obtain and maintain intellectual property protection for our proprietary assets and to overcome any intellectual property held by third parties that might block our ability to exploit our proprietary assets;
- the size of the potential markets for our product candidates and our ability to serve those markets;
- the rate and degree of market acceptance of our product candidates for any indication once approved;
- the performance of our third party contract manufacturers and contract research organizations;
- the success of competing products that are or become available for the indications that we are pursuing;
- the loss of key scientific or management personnel;
- our ability to obtain additional financing;
- the accuracy of our estimates regarding expenses, future revenues and capital requirements;
- our use of the net proceeds from our initial public offering of common stock and future financings, if any; and
- our expectations regarding the time during which we will be an emerging growth company under the Jumpstart Our Business Startups Act of 2012 (JOBS Act).

Any forward-looking statements in this prospectus supplement or in the documents incorporated by reference herein reflect our current views with respect to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT SUMMARY

The following summary highlights some of the information contained elsewhere in this prospectus supplement or the accompanying prospectus or incorporated by reference herein or therein. Because this is only a summary, however, it does not contain all of the information that may be important to you. You should carefully read this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference, which are described under Information Incorporated by Reference in this prospectus supplement and under Incorporation of Certain Information and Where You Can Find Additional Information in the accompanying prospectus. You also should carefully consider the matters discussed in the section entitled Risk Factors in the accompanying prospectus and in other periodic reports incorporated herein by reference.

Company Overview

We are a clinical-stage biotechnology company that discovers, develops and seeks to commercialize novel, hospital-based therapies capable of transforming treatment paradigms in the management of acute, life-threatening critical care conditions. Our initial product candidates target rare, acute, life-threatening conditions for which we believe the approved existing therapies, if any, are inadequate.

We believe EG-1962, our lead product candidate, can fundamentally improve patient outcomes and transform the management of aneurysmal subarachnoid hemorrhage, or aSAH, which is bleeding around the brain due to a ruptured brain aneurysm. A single dose of EG-1962 delivers high concentrations of nimodipine, the current standard of care, directly to the brain with sustained drug exposure over 21 days. EG-1962 utilizes our proprietary, programmable, biodegradable polymer-based development platform, or our Precisa™ development platform, through a novel delivery mechanism that enables targeted and sustained drug exposure while potentially avoiding dose-limiting side effects associated with currently available formulations of nimodipine. EG-1962 has been granted orphan drug designation and Fast Track designation by the U.S. Food and Drug Administration, or FDA, for the treatment of patients with subarachnoid hemorrhage. The European Commission has granted orphan drug designation to EG-1962 for treatment of aSAH.

In July 2016 we commenced the Phase 3 NEWTON 2 study for EG-1962. NEWTON 2 is a multi-center, multi-national, randomized, double-blind, placebo-controlled, parallel-group study comparing the efficacy and safety of EG-1962 to standard of care oral nimodipine in adults with an aSAH. The primary endpoint of the NEWTON 2 study is the proportion of subjects with a favorable clinical outcome (a score of 6 – 8 on the extended Glasgow Outcome Scale, or GOSE) at day 90. The secondary endpoint is the subject s score on the Montreal Cognitive Assessment scale, or MoCA. We expect the results of an interim analysis of NEWTON 2 to be completed in early 2018. Depending on the results of the interim analysis, the study may continue to full data readout, in which case we expect the results of the study to be available in late 2018. The final results of the NEWTON 2 study, if positive, are expected to form the basis for a marketing application to the FDA and other global health regulatory authorities for the approval of EG-1962 for the treatment of aSAH. In the United States, we plan to use the FDA Section 505(b)(2) regulatory pathway.

Our Phase 1/2 clinical study of EG-1962 in North America, which we refer to as our NEWTON North America study, met its primary and secondary endpoints of safety, tolerability, defining the maximum tolerated dose and pharmacokinetics. The results of the principal exploratory efficacy endpoint from the 90-day follow-up demonstrated that 60% (27 of 45) of patients treated with EG-1962 experienced a favorable clinical outcome (a score of 6-8 on the GOSE) versus 28% (5 of 18) of patients treated with the standard of care oral nimodipine. At the final assessment, of the 45 patients treated with EG-1962, 29% (13 of 45) of patients achieved the highest clinical outcome score (GOSE=8, Upper Good Recovery) versus 6% (1 of 18) patients treated with the standard of care oral nimodipine.

A Phase 1 study of the safety, pharmacokinetics and clinical outcomes of EG-1962 administered intracisternally, or directly into the basal cisterns of the brain, is open for enrollment for patients with aSAH who do not receive an external ventricular drain, but remain at risk for delayed neurological complications following surgical repair of a ruptured aneurysm. This study is a multicenter, randomized, controlled, open-label study in which nine patients are expected to receive EG-1962 via intracisternal administration and three patients are expected to receive standard of care oral nimodipine. We expect data to be available from this study during 2017.

In addition to EG-1962, we are using our Precisa development platform to develop additional product candidates targeting other acute, serious conditions where limited or no current approved therapies exist. We are developing our second product candidate, EG-1964, as a prophylactic treatment in the management of chronic subdural

TABLE OF CONTENTS

hematoma, or cSDH, to prevent recurrent bleeding on the surface of the brain. A cSDH is a liquefied hematoma that has accumulated on the surface of the brain in an area referred to as the subdural space and is often caused by minor head trauma. Following neurosurgical intervention to drain the hematoma, bleeding in the subdural space typically recurs in 3% to 33% of patients at which point another costly and risky surgical intervention is required. EG-1964 contains aprotinin, a serine protease inhibitor isolated from the lungs and pancreas which was approved to reduce bleeding after cardiac surgery. Aprotinin works by slowing the breakdown of blood clots. We are in the process of formulating EG-1964 to deliver a high concentration of aprotinin directly to the subdural space by way of a single administration at the time of initial neurosurgical intervention with sustained drug exposure over 21 to 28 days. If approved, we expect that EG-1964 can become the standard of care as a prophylactic treatment in the management of cSDH to prevent recurrent bleeding. We intend to complete formulation development activities and commence non-clinical studies of EG-1964 in 2017. Based on the results of those studies, we may submit an Investigational New Drug Application to the FDA, for EG-1964 in 2018, which is a request for authorization from the FDA to investigate a new drug in human clinical studies.

Corporate Information

Our principal corporate offices are located at 300 Connell Drive, Suite 4000 and our telephone number is (800) 208-3343. We were incorporated in Delaware in 2009. Our internet address is *www.edgetherapeutics.com*. The information found on our internet site is not part of this prospectus.

Implications of Being an Emerging Growth Company

As a company with less than $1.0 billion in revenues during our last fiscal year, we qualify as an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. An emerging growth company may take advantage of specified reduced reporting requirements that are otherwise applicable generally to public companies. These provisions include:

- A requirement to have only two years of audited financial statements and only two years of related Management's Discussion and Analysis of Financial Condition and Results of Operations;
- An exemption from compliance with the auditor attestation requirement on the effectiveness of our internal controls over financial reporting;
- An exemption from compliance with any requirement that the Public Company Accounting Oversight Board may adopt regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements;
- Reduced disclosure about our executive compensation arrangements; and
- Exemptions from the requirements to obtain a non-binding advisory vote on executive compensation or a shareholder approval of any golden parachute arrangements.

Under the JOBS Act, we will remain an emerging growth company until the earliest of: (a) the last day of the fiscal year during which we have total annual gross revenue of $1.0 billion or more; (b) the last day of the fiscal year following the fifth anniversary of the effective date of the registration statement of which this prospectus forms a part; (c) the date on which we have, during the previous three-year period, issued more than $1.0 billion in non-convertible debt; or (d) the date on which we are deemed to be a large accelerated filer under the Securities Exchange Act of 1934, as amended, or the Exchange Act (we will qualify as a large accelerated filer as of the first day of the first fiscal year after we have (i) more than $700 million in outstanding common equity held by our non-affiliates and (ii) been public for at least 12 months; the value of our outstanding common equity will be measured each year on the last day of our second fiscal quarter).

We may choose to take advantage of some of the available benefits under the JOBS Act, and have taken advantage of some reduced reporting requirements in this prospectus. Accordingly, the information contained herein may be

different from the information contained in prospectuses from other United States public companies.

TABLE OF CONTENTS

THE OFFERING

Shares of common stock offered by us
1,800,000 shares
Shares of common stock to be outstanding after this offering
30,811,436 shares
Use of Proceeds
We intend to use the net proceeds from this offering to advance pre-commercial activities for EG-1962 (currently in a registration study for the treatment of aneurysmal subarachnoid hemorrhage), to expand our product portfolio and for general corporate purposes.
Risk Factors
Investing in our common stock involves a high degree of risk. For a discussion of factors that you should consider before buying our common stock, see the information under Risk Factors on page S-4 of this prospectus supplement, on page 5 in the accompanying prospectus and under similar headings in the documents incorporated by reference into this prospectus supplement.
NASDAQ Global Select Market symbol
EDGE
The number of shares of common stock to be outstanding immediately after this offering is based on 29,011,436 shares outstanding on April 18, 2017 and excludes as of that date:

- 6,193,461 shares of common stock issuable upon exercise of stock options outstanding under our stock incentive plans or under our inducement stock option grantsat a weighted average exercise price of $6.32 per share;
- 403,782 shares of common stock reserved for issuance under outstanding warrants with a weighted average exercise price, of $6.23 per share; and
- 519,355 additional shares of common stock reserved for future issuance under our stock plans.

Except as otherwise noted, all information in this prospectus supplement assumes no exercise of the outstanding options or warrants described above.

TABLE OF CONTENTS

RISK FACTORS

An investment in our common stock involves a high degree of risk. Before making an investment decision, you should carefully consider the risks described below and discussed in the section titled Risk Factors in our most recent Annual Report on Form 10-K, as well as the risks, uncertainties and additional information set forth in the accompanying prospectus and the other documents incorporated by reference in this prospectus supplement. The risks described in such documents are not intended to be an all-inclusive list of the potential risks relating to an investment in our securities. Any of such risk factors could significantly and adversely affect our business, prospects, financial condition and results of operations. Additional risks and uncertainties not currently known or that are currently considered to be immaterial may also materially and adversely affect our business. As a result, the trading price or value of our securities could be materially adversely affected and you may lose all or part of your investment.

Risks Related to this Offering

Management will have broad discretion as to the use of the proceeds from this offering and may not use the proceeds effectively.

Because we have not designated the amount of net proceeds from this offering to be used for any particular purpose, our management will have broad discretion as to the application of the net proceeds from this offering, as described below in Use of Proceeds. Our management may use the net proceeds for corporate purposes that may not improve our financial condition or market value of our common stock. Pending use of the net proceeds, we may invest the proceeds in short-term, investment-grade, interest-bearing instruments. These investments may not yield a favorable return to our shareholders.

If you purchase shares of our common stock in this offering, you will incur immediate and substantial dilution in the net tangible book value of your shares.

The public offering price for shares of our common stock in this Offering is substantially higher than the net tangible book value per share of our common stock. Investors purchasing shares in this offering will pay a price per share that substantially exceeds the book value of our tangible assets after subtracting our liabilities. As a result, investors purchasing shares of our common stock in this offering will incur immediate dilution of $6.53 per share, based on a public offering price of $10.00 per share. See Dilution.

This dilution is due to our history of losses and the fact that some of our investors who purchased shares directly from us prior to this Offering paid substantially less than the price offered to the public in this Offering when they purchased their shares. In addition, as of the date of this prospectus supplement, we had options and warrants outstanding which allow the holders to purchase up to 6,597,243 shares of our common stock at a weighted average exercise price of $6.31 per share. As a result of the dilution to investors purchasing shares in this Offering, investors may receive significantly less than the purchase price paid in this Offering, if anything, in the event of a liquidation of our company.

You may experience future dilution as a result of future equity offerings.

In order to raise additional capital, we may in the future offer additional shares of our common stock or other securities convertible into or exchangeable for our common stock at prices that may not be the same as the price per share in this Offering. We may sell shares of our common stock or other securities in any other offering at a price per share that is less than the price per share paid by investors in this Offering, and investors purchasing shares or other securities in the future could have rights superior to existing stockholders. The price per share at which we sell additional shares of our common stock, or securities convertible or exchangeable into common stock, in future

transactions may be higher or lower than the price per share paid by investors in this Offering.

Future sales of substantial amounts of shares of our common stock, or the possibility that such sales could occur, could adversely affect the market price of our common stock.

Sales of substantial number of shares of our common stock in the public market, or the perception that significant sales are likely, could adversely affect the market price of our common stock. The number of shares of our common stock offered by us in this offering is equal to approximately 6.2% of our outstanding shares of common stock as of December 31, 2016.