

ADMA BIOLOGICS, INC.
Form PRE 14A
April 05, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

x Preliminary Proxy Statement

o **Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

o Definitive Proxy Statement

o Definitive Additional Materials

Soliciting Material under §240.14a-12

ADMA BIOLOGICS, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

PRELIMINARY SUBJECT TO AMENDMENT AND COMPLETION

ADMA BIOLOGICS, INC.

465 State Route 17 South

Ramsey, New Jersey 07446

Dear Stockholder:

You are cordially invited to the annual meeting of stockholders (the “**Annual Meeting**”) of ADMA Biologics, Inc. (the “**Company**”), which will be held at 9:00 a.m. Eastern Time on June 5, 2019 at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP at 1285 Avenue of the Americas, New York, New York 10019.

In connection with the Annual Meeting, you will be asked to consider and vote on certain stockholder proposals which are more fully described in the accompanying proxy statement. Whether or not you plan to attend the Annual Meeting, we urge you to read the proxy statement (and any documents incorporated into the proxy statement by reference) and consider such information carefully before voting.

The Board of Directors unanimously recommends that our stockholders vote “FOR” all of the proposals presented in the proxy statement.

Your vote is very important. Even if you plan to attend the Annual Meeting, if you are a holder of record of common stock please submit your proxy by mail or e-mail as soon as possible to make sure that your shares are represented at the Annual Meeting, or you may submit your proxy in person at the Annual Meeting. If you hold your shares of common stock in “street name” through a broker, trustee or other nominee, you must vote in accordance with the voting instructions provided to you by such broker, trustee or other nominee, which include instructions for voting by Internet or telephone.

On behalf of the Board of Directors, I thank you for your continued support of ADMA Biologics, Inc.

Yours sincerely,

/s/ Adam S. Grossman

Adam S. Grossman

President, Chief Executive Officer and Director

This proxy statement is dated April , 2019 and is first being mailed to stockholders of the Company on or about April , 2019. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of any of the proposals contained herein or determined that this proxy statement is accurate or complete. Any representation to the contrary is a criminal offense.

ADMA BIOLOGICS, INC.

465 State Route 17 South

Ramsey, New Jersey 07446

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF ADMA BIOLOGICS, INC.

To Be Held On June 5, 2019

To the Stockholders of ADMA Biologics, Inc. (“we,” “our” or the “Company”):

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Annual Meeting**”) of stockholders of the Company will be held at 9:00 a.m. Eastern Time on June 5, 2019 at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP at 1285 Avenue of the Americas, New York, New York 10019. At the Annual Meeting, you will be asked to consider and vote upon the following stockholder proposals:

A proposal to elect two Class III directors to serve on the Company’s Board of Directors (the “**Board**”) for a term expiring at our 2022 annual meeting of stockholders and until their successors are duly elected and qualified, or

1. until such director’s earlier resignation, removal or death;

A proposal to amend and restate the Company’s Amended and Restated Certificate of Incorporation to (i) increase the number of authorized shares of common stock, \$0.0001 par value per share, from 75,000,000 shares to 150,000,000 shares, and (ii) remove the Company’s non-voting common stock, \$0.0001 par value per share

2. (“**non-voting common stock**”), which was retired in full on May 14, 2018, and delete all references therein to the non-voting common stock;

A proposal to approve the compensation of the Company’s named executive officers, on an advisory basis;

- 3.

A proposal to determine, on an advisory basis, the frequency with which the stockholders of the Company shall

4. have an advisory vote on executive compensation, as disclosed pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission;

A proposal to ratify the appointment of CohnReznick LLP as the Company’s independent registered public

5. accounting firm for the year ending December 31, 2019; and

6. A proposal to transact such other business as may properly come before the Annual Meeting or any adjournment or adjournments thereof.

The foregoing proposals are more fully described in the accompanying proxy statement, which you should read in its entirety (including any documents incorporated into the proxy statement by reference) and carefully consider prior to casting any votes in connection with such proposals. The Board has set the close of business on April 10, 2019 as the record date (the “**Record Date**”) for determining stockholders entitled to notice of, and to vote at, the Annual Meeting. A list of the stockholders as of the Record Date will be available for inspection by stockholders, for any purpose germane to the Annual Meeting, at the Company’s offices and at the offices of Continental Stock Transfer & Trust Company, the Company’s independent stock transfer agent, during normal business hours for a period of 10 days prior to the Annual Meeting. The list will also be available for inspection by stockholders at the Annual Meeting.

All stockholders are invited to attend the Annual Meeting in person. Regardless of whether you plan to attend the Annual Meeting, we hope you will vote as soon as possible. If you are a holder of record of common stock, you may vote in person at the Annual Meeting or by mail or e-mail by following the instructions on the enclosed proxy card or voting instruction card. Voting by written proxy or voting instruction card will ensure your representation at the Annual Meeting regardless of whether you attend in person. If you hold your shares of common stock in “street name” through a broker, trustee or other nominee, you must vote in accordance with the voting instructions provided to you by such broker, trustee or other nominee, which include instructions for voting by Internet or telephone.

Important Notice Regarding the Availability of Proxy Materials

for the Annual Meeting to be Held on June 5, 2019:

The proxy statement and annual report to stockholders are available at: www.admabiologics.com.

By Order of the Board of Directors

/s/ Adam S. Grossman

Adam S. Grossman

President and Chief Executive Officer

April , 2019

Ramsey, New Jersey

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QUESTIONS AND ANSWERS

The following section addresses certain questions about this proxy statement and the proposals described herein, which are to be presented at the annual meeting of stockholders (the “**Annual Meeting**”) of ADMA Biologics, Inc. (“**ADMA**,” “**we**,” “**us**,” “**our**” or the “**Company**”), as further described herein.

The Annual Meeting will be held at 9:00 a.m. Eastern Time on June 5, 2019 at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP at 1285 Avenue of the Americas, New York, New York 10019.

The following questions and answers may not include all of the information that is important to you as a stockholder of the Company. We urge our stockholders to read this entire proxy statement (including the documents incorporated by reference herein) and carefully consider such information before casting any votes with respect to the proposals presented herein.

What is the purpose of this document?

We are soliciting stockholder votes with respect to the following proposals:

A proposal to elect two Class III directors to serve on the Company’s Board of Directors (the “**Board**”) for a term expiring at our 2022 annual meeting of stockholders and until their successors are duly elected and qualified, or 1. until such director’s earlier resignation, removal or death (the “**Class III Director Election Proposal**”);

A proposal to amend and restate the Company’s Amended and Restated Certificate of Incorporation (the “**Existing Charter**”) to (i) increase the number of authorized shares of common stock, \$0.0001 par value per share (“**common stock**”), from 75,000,000 shares to 150,000,000 shares, and (ii) remove the Company’s non-voting common stock, 2. \$0.0001 par value per share (“**non-voting common stock**”) which was retired in full on May 14, 2018, and delete all references therein to the non-voting common stock (the “**Charter Amendment Proposal**”);

A proposal to approve the compensation of the Company’s named executive officers, on an advisory basis (the “**Say-on-Pay Proposal**”);
3.

A proposal to determine, on an advisory basis, the frequency with which the stockholders of the Company shall 4. have an advisory vote on executive compensation, as disclosed pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission (the “**SEC**”) (the “**Say-on-Pay Frequency Proposal**”);

5. A proposal to ratify the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019 (the "**Auditor Ratification Proposal**"); and

6. A proposal to transact such other business as may properly come before the Annual Meeting or any adjournment or adjournments thereof.

For more information about these proposals, please see the sections entitled "*The Class III Director Election Proposal*", "*The Charter Amendment Proposal*", the "*Say-on-Pay Proposal*", the "*Say-on-Pay Frequency Proposal*" and "*The Auditor Ratification Proposal*."

Who is entitled to vote at and attend the Annual Meeting?

Only stockholders of record and beneficial owners of the Company's common stock at the close of business on April 10, 2019 (the "**Record Date**") are entitled to receive notice of, vote at and attend the Annual Meeting. Each outstanding share of the Company's common stock as of the Record Date entitles its holder to cast one vote on each matter to be voted upon.

What is the difference between holding shares of common stock as a holder of record and as a beneficial owner?

Certain of our stockholders hold or may in the future hold their shares of common stock beneficially through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares owned beneficially and those held of record.

Beneficial Owner: If your shares of common stock are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in “street name,” and these proxy materials are being forwarded to you together with a voting instruction card by your broker, trustee or other nominee, as the case may be. As the beneficial owner, you have the right to direct your broker, trustee or other nominee how to vote. The voting instruction card from your broker, trustee or other nominee contains voting instructions for you to use in directing the broker, trustee or other nominee how to vote your shares, which include instructions for voting by Internet or telephone.

Because a beneficial owner is not the stockholder of record, you may not vote your shares of common stock in person at the Annual Meeting unless you obtain a “legal proxy” from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares at the Annual Meeting.

Stockholder of Record: If your shares of common stock are registered directly in your name with us or our stock transfer agent, Continental Stock Transfer & Trust Company (“**Continental**”), you are considered the stockholder of record with respect to those shares and these proxy materials are being sent directly to you by the Company. As the stockholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the Annual Meeting. We have enclosed or sent a proxy card for you to use.

What do I need to do to attend the Annual Meeting?

In order to be admitted to the Annual Meeting, stockholders must present proof of ownership of their shares of common stock as of the Record Date. Any holder of a proxy from a stockholder must present a properly executed proxy to be admitted. Stockholders and proxyholders must also present a form of valid, government-issued photo identification, such as a driver’s license or passport. These items must be presented in order to be admitted to the Annual Meeting. Expired forms of identification will not be accepted.

If you do not bring proof of ownership of common stock as of the Record Date, you will not be admitted to the Annual Meeting. If you are a beneficial owner of common stock and your shares are held in the name of a broker, trustee or other nominee, a brokerage statement or letter from a bank or broker detailing ownership of the common

stock as of the Record Date is an example of proof of ownership.

What constitutes a quorum?

The presence of a quorum is required for business to be conducted at the Annual Meeting. The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding as of the Record Date and entitled to vote shall constitute a quorum. As of the Record Date, shares of common stock were outstanding and entitled to vote. If you submit a properly executed proxy card, regardless of whether you abstain from voting, your shares represented by such proxy card will be considered in determining the presence of a quorum.

How do I vote?

You may vote in person at the Annual Meeting or by mail. If you hold your shares of common stock in “street name” through a broker, trustee or other nominee, you must vote in accordance with the voting instructions provided to you by such broker, trustee or other nominee, which include instructions for voting by Internet or telephone.

Voting by Mail: If you are a holder of record of common stock and choose to vote by mail, simply complete, sign and date your proxy card and mail it in the accompanying pre-addressed envelope. Proxy cards submitted by mail must be received by our Office of the Secretary at 465 State Route 17 South, Ramsey, New Jersey 07446, Attention: Office of the Secretary prior to the Annual Meeting in order for the shares represented by such proxy cards to be voted. If you hold common stock beneficially in street name and choose to vote by mail, you must complete, sign and date the voting instruction card provided by your broker, trustee or other nominee and mail it in the accompanying pre-addressed envelope within the specified time period.

Voting by E-mail: If you are a holder of record of common stock and choose to vote by e-mail, simply complete, sign and date your proxy card and e-mail a PDF scan of the proxy card to Continental using the following e-mail address: proxy@continentalstock.com. The e-mail and PDF attachment must be received by Continental prior to the Annual Meeting in order for the shares represented by such proxy cards to be voted.

Voting in Person at the Annual Meeting: If you are a record holder of common stock, you may attend and vote in person at the Annual Meeting. If you are a beneficial owner of common stock held in the name of a broker, trustee or other nominee, you must obtain a “legal proxy,” executed in your favor, from such broker, trustee or other nominee to be able to vote in person at the Annual Meeting. You should allow yourself enough time prior to the Annual Meeting to obtain this “legal proxy” from the holder of record.

Even if you plan to attend the Annual Meeting, we recommend that you submit your proxy or voting instructions in advance, as described above, so that your vote will be counted if you later decide not to attend the Annual Meeting. Any vote properly cast at the Annual Meeting will supersede any previously submitted proxy or voting instructions. For additional information, please see “*Can I change my vote or revoke my proxy after I return my proxy card?*” below.

How does the Board of Directors recommend I vote on the proposals?

The recommendations of the Board are set forth after the description of each proposal in this proxy statement. In summary, the Board recommends a vote:

· **“FOR”** the election of each director nominee named in the Class III Director Election Proposal;

· **“FOR”** the Charter Amendment Proposal;

· **“FOR”** the Say-on-Pay Proposal;

· **“EVERY THREE YEARS”** on the Say-on-Pay Frequency Proposal; and

· **“FOR”** the Auditor Ratification Proposal.

How will my shares of common stock be voted if I do not indicate a vote on my proxy card?

Your shares will be voted as you indicate on the proxy card or voting instruction form, as applicable. If you return your signed proxy card but do not mark the boxes indicating how you wish to vote, your shares will be voted as recommended by the Board on those items. See the question above entitled “How does the Board of Directors recommend I vote on the proposals?” Your shares will be voted in accordance with the discretion of the proxyholders as to any other matter that is properly presented at the Annual Meeting.

Will my shares be voted if I do not provide my proxy?

For stockholders of record: If you are the stockholder of record and you do not vote by proxy card or in person at the Annual Meeting, your shares will not be voted at the Annual Meeting.

For holders in street name: If your shares are held in street name, your shares may be voted even if you do not provide the brokerage firm with voting instructions. Subject to applicable Nasdaq Stock Market LLC (“**NASDAQ**”), New York Stock Exchange and U.S. Securities Exchange Commission (“**SEC**”) rules, brokers or other nominees who hold shares for a beneficial owner have the discretion to vote on routine proposals (such as the Auditor Ratification Proposal) when they have not received voting instructions.

When a proposal is not a routine matter, such as the Class III Director Election Proposal, the Charter Amendment Proposal, the Say-on-Pay Proposal and the Say-on-Pay Frequency Proposal and you have not provided voting instructions to the brokerage firm with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. The missing votes for these non-routine matters are called “broker non-votes.” Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but will not be counted for purposes of determining the number of votes present or represented by proxy and entitled to vote with respect to the proposals presented in this proxy statement. Accordingly, a broker non-vote will not impact the outcome of voting on the proposals presented herein.

Can I change my vote or revoke my proxy after I return my proxy card?

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised at the Annual Meeting. If you are a stockholder of record as of the Record Date, regardless of the way in which you submitted your original proxy, you may change it by:

· Returning a later-dated signed proxy card or written notice of revocation, as applicable, to us prior to the Annual Meeting at 465 State Route 17 South, Ramsey, New Jersey 07446, Attention: Office of the Secretary;

· Delivering a later-dated signed proxy card or written notice of revocation, as applicable, to Continental prior to the Annual Meeting by e-mailing a PDF of such proxy card or written notice of revocation to proxy@continentalstock.com; or

· Attending the Annual Meeting and properly voting in person.

Alternatively, you may hand deliver a later-dated written notice of revocation or later-dated signed proxy to the Secretary at the Annual Meeting before we begin voting. If your shares of common stock are held through a broker, trustee or other nominee, you will need to contact that nominee if you wish to change your voting instructions. You may also vote in person at the Annual Meeting if you obtain a “legal proxy” as described in the answer to the question above entitled “*How do I vote? – Voting in Person at the Annual Meeting.*” Mere attendance at the Annual Meeting will not cause your previously granted proxy to be revoked.

What vote is required to approve each proposal?

Proposal	Vote Required	What Are My Voting	Broker
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		Choices?	Discretionary Voting Allowed?
Class III Director Election Proposal	Plurality of the shares of ADMA's common stock present in person, by remote communication, or represented by proxy and entitled to vote thereon	"FOR" or "WITHHOLD"	No
Charter Amendment Proposal	Majority of the shares of ADMA's common stock present in person, by remote communication, or represented by proxy at the Annual Meeting and entitled to vote thereon	"FOR", "AGAINST" or "ABSTAIN"	No
Say-on-Pay Proposal	Majority of the shares of ADMA's common stock present in person, by remote communication, or represented by proxy at the Annual Meeting and entitled to vote thereon	"FOR", "AGAINST" or "ABSTAIN"	No
Say-on-Pay Frequency Proposal	The option of "EVERY YEAR", "EVERY TWO YEARS" or "EVERY THREE YEARS" that receives the highest number of votes cast by stockholders present in person, by remote communication, or represented by proxy at the Annual Meeting and entitled to vote thereon will be the frequency for the advisory vote	"EVERY YEAR", "EVERY TWO YEARS", "EVERY THREE YEARS" or "ABSTAIN"	No
Auditor Ratification Proposal	Majority of the shares of ADMA's common stock present in person, by remote communication, or represented by proxy at the Annual Meeting and entitled to vote thereon	"FOR", "AGAINST" or "ABSTAIN"	Yes

Election of a Class III director requires the affirmative vote of a plurality of the shares of ADMA's common stock present in person, by remote communication, or represented by proxy and entitled to vote thereon, assuming the presence of a quorum at the Annual Meeting. This means that the two nominees with the greatest number of votes will be elected.

Adoption of the Charter Amendment Proposal, the Say-on-Pay Proposal and the Auditor Ratification Proposal each require the affirmative vote of the holders of a majority of the shares of ADMA's common stock present in person, by remote communication, or represented by proxy at the Annual Meeting and entitled to vote thereon, in order for each such proposal to be approved, provided a quorum is present in person or by proxy. This means that the number of votes cast "FOR" must exceed the combined number of votes "AGAINST" and abstentions (which will each have the same effect as an "AGAINST" vote).

With respect to the Say-on-Pay Frequency Proposal, the option of "EVERY YEAR", "EVERY TWO YEARS" and "EVERY THREE YEARS" that receives the highest number of votes cast by stockholders present in person, by remote communication, or represented by proxy at the Annual Meeting and entitled to vote thereon will be the frequency for the advisory vote on the compensation of our named executive officers that has been selected by stockholders, provided a quorum is present in person or by proxy.

Notwithstanding the vote standards described herein, please be advised that the Say-on-Pay Proposal, the Say-on-Pay Frequency Proposal and the Auditor Ratification Proposal are advisory only and will not be binding on the Company or the Board and will not create or imply any change in the fiduciary duties of, nor impose any additional fiduciary duty on, the Company or the Board. However, the Board and/or Audit Committee or Compensation Committee, as the case may be, will take into account the outcome of the votes when considering what action, if any, should be taken in response to the advisory vote by stockholders.

What happens if additional matters are presented at the Annual Meeting?

Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxyholders will have the discretion to vote your shares of common stock on any additional matters properly presented for a vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Who will pay for the cost of this proxy solicitation?

We will pay the cost of soliciting proxies. Our directors, officers and other employees, without additional compensation, may solicit proxies personally or in writing, by telephone, e-mail, or otherwise. We are required to request that any brokers, trustees and other nominees who hold shares in their names furnish our proxy materials to the beneficial owners of the shares, and we must reimburse these brokers, trustees and other nominees for the expenses of doing so in accordance with statutory fee schedules. We do not plan to engage a proxy solicitor in connection with the Annual Meeting.

SUMMARY

This summary highlights selected information in this proxy statement and may not contain all of the information about the proposals being considered at the Annual Meeting that is important to you. We have included page references in parentheses to direct you to more complete descriptions of the topics presented in this summary. You should carefully read this proxy statement in its entirety, and the other documents to which we have referred you, for a more complete understanding of the matters being considered at the Annual Meeting. You may obtain, without charge, copies of documents incorporated by reference into this proxy statement by following the instructions under the section of this proxy statement entitled “Where You Can Find Additional Information” beginning on page 41 of this proxy statement.

The Annual Meeting

The Annual Meeting of Stockholders of ADMA will be held at 9:00 a.m. Eastern Time on June 5, 2019 at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP at 1285 Avenue of the Americas, New York, New York 10019. At the Annual Meeting, you will be asked to consider and vote upon:

- the Class III Director Election Proposal;
1.
- the Charter Amendment Proposal;
2.
- the Say-on-Pay Proposal;
3.
- 4. the Say-on-Pay Frequency Proposal; and
- 5. the Auditor Ratification Proposal.

We will also transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Only stockholders at the close of business on April 10, 2019 (the “**Record Date**”) are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. Each stockholder is entitled to one vote on each matter submitted to the stockholders at the Annual Meeting for each share of our common stock held by such stockholder as of the Record Date. At the close of business on the Record Date, there were _____ shares of our common stock issued and outstanding and entitled to vote at the Annual Meeting, held by eight holders of record.

Proposals to be Voted Upon at the Annual Meeting

The Class III Director Election Proposal

(Page 8)

We are proposing to elect our existing directors, Dr. Jerrold B. Grossman, our Vice Chairman of the Board, and Lawrence P. Guiheen, to serve as Class III directors for three-year terms expiring at ADMA's 2022 annual meeting of stockholders.

The Board unanimously recommends that you vote "**FOR**" the election of each nominee named above.

The Charter Amendment Proposal

(Page 12)

We are proposing to amend and restate our Existing Charter to (i) increase the number of authorized shares of common stock from 75,000,000 shares to 150,000,000 shares, and (ii) remove our non-voting common stock which was retired in full on May 14, 2018, and delete all references therein to the non-voting common stock. The form of Second Amended and Restated Certificate of Incorporation of the Company (the "**Restated Charter**") is attached as **Annex A** and is incorporated into this proxy statement by reference. You are encouraged to read the form of Restated Certificate in its entirety.

The Board unanimously recommends that you vote “**FOR**” the Charter Amendment Proposal.

The Say-on-Pay Proposal

(Page 31)

We are proposing to approve the compensation of the Company’s named executive officers, on an advisory basis, commonly referred to as a “Say-on-Pay” vote.

The Board unanimously recommends that you vote “**FOR**” the Say-on-Pay Proposal.

The Say-on-Pay Frequency Proposal

(Page 33)

We are seeking advisory votes as to whether the Say-on-Pay vote should occur every one, two or three years.

The Board unanimously recommends that you vote “**FOR**” the option of once every “**THREE YEARS**” as the frequency with which stockholders are provided an advisory vote on executive compensation.

The Auditor Ratification Proposal

(Page 35)

We are proposing to ratify the appointment of CohnReznick LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019.

The Board unanimously recommends that you vote “**FOR**” the ratification of the appointment of CohnReznick LLP as our independent registered public accounting firm for the year ending December 31, 2019.

Where You Can Find Additional Information

(Page 41)

You can find more information about ADMA in the periodic reports and other information we file with the SEC. The information is available at the SEC’s public reference facilities and at the website maintained by the SEC at www.sec.gov, and on our website at www.admabiologics.com. See “*Where You Can Find Additional Information*” beginning on page 41.

THE CLASS III DIRECTOR ELECTION PROPOSAL

The Company's Amended and Restated Bylaws (the "**Bylaws**") provide that the authorized number of directors of the Company shall not be less than one nor more than nine. Seven directors are currently serving on the Board. The Board is authorized to increase or decrease the total number of directors within the limitations prescribed by the Company's Bylaws. The Company's Bylaws and Existing Charter divide the Board into three classes with staggered three-year terms.

At the Annual Meeting, the stockholders will be asked to elect two directors to serve for three-year terms expiring at the annual meeting of stockholders in 2022. The Class III directors, whose terms of office will expire at the Annual Meeting in 2022, are Dr. Jerrold B. Grossman, our Vice Chairman of the Board, and Lawrence P. Guiheen. If each director is elected, the total number of directors comprising the Company's Board will remain at seven directors, effective immediately following the Annual Meeting.

The Board has nominated, upon the recommendation of our Governance and Nominations Committee, Dr. Grossman and Mr. Guiheen. Proxies solicited by the Board will, unless otherwise directed, be voted to elect the two nominees named below. Each nominee is currently serving as a director of the Company and has indicated a willingness to continue to serve for the term to which they are nominated, if elected. In case any nominee is not a candidate at the Annual Meeting, the proxies named in the enclosed form of proxy intend to vote in favor of the remaining nominee and to vote for a substitute nominee in their discretion in such class, as they shall determine. Set forth below is certain information about the nominees for election as directors, including each nominee's age and length of service as a director of the Company, principal occupation and business experience for at least the past five years and the names of other publicly held companies on whose boards the director serves or has served in the past five years. Other than with respect to Dr. Grossman, who is the father of Adam S. Grossman, our President and Chief Executive Officer and a Class II Director, there are no family relationships among any of our directors, nominees for director and executive officers.

NOMINEES FOR A THREE-YEAR TERM EXPIRING AT THE 2022 ANNUAL MEETING

Principal Occupation and Business Experience

<u>Name</u>	<u>Age</u>	
Jerrold B. Grossman D.P.S.	71	Dr. Grossman has been a director of the Company since 2007, is the Vice Chairman of our Board and is a co-founder of the Company. Dr. Grossman has over 35 years of experience in the blood and plasma industry. He served as the Chief Executive Officer of ADMA, on a part-time basis, between 2007 and October 2011. He is the founder and Chief Executive Officer of Technomed, Inc. (formerly National Hospital Specialties), a wholesaler of specialty biological and pharmaceutical products, and has served as Chief Executive Officer of that company since 1980. Additionally, Dr. Grossman is the founder and President of GenesisBPS, a medical device firm specializing in blood collection and

processing equipment, and has served as President of that company since 1990. Previously, he has held positions at the New York Blood Center, Immuno-U.S., Inc. and previously served as the Chairman of the Board of Bergen Community Blood Services. Currently, Dr. Grossman is a member of the New Jersey Blood Bank Task Force and a founder and director of the New Jersey Association of Blood Bank Professionals. He was a founder and former director of Pascack Bancorp, Inc. which was acquired by Lakeland Bancorp, Inc. in January 2016 and is currently a member of the Corporate Advisory Council of Lakeland Bancorp Inc. Dr. Grossman has also provided consulting services to various government agencies and international organizations. He received a B.A. in Economics and Finance from Fairleigh Dickinson University, an M.B.A. from Fairleigh Dickinson University, and his D.P.S. in Business Management from Pace University. Dr. Grossman is the father of Adam S. Grossman, our President and Chief Executive Officer. He was chosen to serve on the Board because of his role as our co-founder and past Chief Executive Officer, as well as his more than 35 years of experience serving a variety of companies and associations in the blood and plasma industry.

Lawrence
P. 68
Guiheen

Mr. Guiheen became a director of the Company in July 2012 and is currently the Chairman of the Company's Governance and Nominations Committee and a member of the Company's Audit Committee. Mr. Guiheen has over 30 years of experience in the blood and plasma industry. Since July 2013, Mr. Guiheen has been Chief Commercial Officer of Kedrion BioPharma, Inc., based in Barga, Italy and Fort Lee, New Jersey, a company which markets therapies globally for hemophilia, hemolytic disease of the newborn, immune and neurological disorders. Prior to July 2013, Mr. Guiheen was principal of Guiheen and Associates, a consulting group that specialized in biopharmaceutical, pharmaceutical and medical device commercialization. Before July 2011, Mr. Guiheen worked at Baxter Healthcare Corporation for over 30 years. Most recently he held the positions of General Manager Global Hemophilia Franchise (from December 2010 to July 2011), President of Global BioPharmaceuticals for Baxter Healthcare's BioScience Division (March 2010 to December 2010) and President of BioPharmaceuticals US (January 2004 to March 2010). Mr. Guiheen had been a member of the BioScience Senior Management Team for over 14 years and has extensive experience leading global and domestic commercial organizations in the plasma and recombinant therapies. Mr. Guiheen is past Chairman of the Global Board of Directors for the Plasma Proteins Therapeutics Association (PPTA) and a past member of the Board of Directors of California Healthcare Institute (CHI). Mr. Guiheen holds a B.A. degree in business administration from Rutgers University. Mr. Guiheen was chosen to serve on the Board because of his extensive experience in the plasma and pharmaceutical industries.

Vote Required

Assuming the presence of a quorum at the Annual Meeting, the election of a Class III director requires the affirmative vote of a plurality of the shares present in person, by remote communication, or represented by proxy and entitled to vote. Thus, the two nominees with the greatest number of votes will be elected.

Board Recommendation

After careful consideration, the Board determined that election of each of the nominees for director named above is advisable and in the best interests of ADMA and its stockholders. On the basis of the foregoing, the Board has approved and declared advisable the election of each of the nominees for director named above and unanimously recommends that you vote "FOR" the election of each of the nominees for director named above.

CLASS I DIRECTORS CONTINUING IN OFFICE UNTIL THE 2020 ANNUAL MEETING

Principal Occupation and Business Experience
Name **Age**

51

Dov A.
Goldstein,
M.D.

Dr. Goldstein has been a director of the Company since 2007 and is currently the Chairman of the Company's Compensation Committee. Dr. Goldstein is currently a private investor. Dr. Goldstein was the Chief Financial Officer at Schrödinger, LLC from 2017 to 2018. Dr. Goldstein served as a Managing Partner at Aisling Capital from 2014 to October 2017, Partner from 2008 to 2014 and a principal at Aisling Capital from 2006 to 2008. Dr. Goldstein served as the Chief Financial Officer of Loxo Oncology, Inc. between July 2014 and January 2015, and was its acting Chief Financial Officer from January 2015 to May 2015. From 2000 to 2005, Dr. Goldstein served as Chief Financial Officer of Vicuron Pharmaceuticals, Inc., which was acquired by Pfizer, Inc. in September 2005. Prior to joining Vicuron, Dr. Goldstein was Director of Venture Analysis at HealthCare Ventures. Dr. Goldstein also completed an internship in the Department of Medicine at Columbia-Presbyterian Hospital. Dr. Goldstein serves as a director of Esperion Therapeutics, Inc. (Nasdaq: ESPR) and previously served as a director of Loxo Oncology, Inc. (Nasdaq: LOXO) within the past five years. Dr. Goldstein received a B.S. from Stanford University, an M.B.A. from Columbia Business School and an M.D. from Yale School of Medicine. ADMA believes that Dr. Goldstein's medical training and his experience in the biopharmaceutical industry as a venture capital investor, as an executive of Vicuron and a member of the boards of directors of other biopharmaceutical companies, as well as his valuable perspective on ADMA's business, give him the requisite qualifications and skills to serve as a director.

Bryant
E. 46
Fong

Mr. Fong, who became a director of the Company in May 2012 and is currently a member of the Company's Audit Committee, Compensation Committee and Governance and Nominations Committee, has over 23 years of experience in the life sciences industry. Mr. Fong is a founding Managing Director and General Partner at Biomark Capital Fund, a life sciences private equity firm formed in 2013 ("Biomark Capital"). Prior to Biomark Capital, Mr. Fong was a Managing Director and General Partner of Burrill & Company, where he spent almost 16 years investing in and managing investments in private and public companies in the biotechnology industry. Some of Mr. Fong's most notable investments include Pharmasset (VRUS), Novadaq Technologies (NVDQ), Galapagos (GLPG), Ceptaris Therapeutics, Ferrokin Biosciences, WaveTec Vision and JHL Biotech. Prior to joining Burrill & Company, Mr. Fong held positions as a research scientist with two early stage biotechnology companies located in the San Francisco Bay area. Mr. Fong is currently a director of Neos Therapeutics, Inc. (Nasdaq: NEOS). Mr. Fong currently serves on the boards of directors of a number of private life science companies. Mr. Fong earned his B.S. with honors in Molecular and Cell Biology-Biochemistry from the University of California, Berkeley. He was nominated by Biomark Capital to serve on the Board because of his extensive experience in the biotechnology industry.

CLASS II DIRECTORS CONTINUING IN OFFICE UNTIL THE 2021 ANNUAL MEETING

Principal Occupation and Business Experience

Name Age

Steven
A. 55
Elms

Mr. Elms has been a director of the Company since 2007 and is the Company's Chairman of the Board. Mr. Elms serves as a Managing Partner at Aisling Capital, which he joined in 2000. Previously, he was a Principal in the Life Sciences Investment Banking Group of Hambrecht & Quist. During his five years at Hambrecht & Quist, Mr. Elms was involved in over 60 financing and merger and acquisition transactions, helping clients raise in excess of \$3.3 billion in capital. Prior to joining Hambrecht & Quist, Mr. Elms traded mortgage-backed securities at Donaldson, Lufkin & Jenrette. His previous healthcare sector experience includes over two years as a pharmaceutical sales representative for Marion Laboratories and two years as a consultant for The Wilkerson Group. Mr. Elms currently serves on the board of directors of Zosano Pharma Corp. (Nasdaq: ZSAN) and previously served on the board of directors of Loxo Oncology, Inc. (Nasdaq: LOXO), Cidara Therapeutics, Inc. (Nasdaq: CDTX) and Pernix Therapeutics Holdings, Inc. (OTCMKTS: PTXTQ) within the past five years. Mr. Elms received a B.A. in Human Biology from Stanford University and an M.B.A. from Kellogg Graduate School of Management at Northwestern University. Mr. Elms was chosen to serve on the Board because of his valuable experience in the investment banking industry, particularly with respect to strategic and financing transactions.

Adam S. Grossman 42 Mr. Grossman has been a director of the Company since 2007, has served as the Company's President and Chief Executive Officer since October 2011 and as the Company's President and Chief Operating Officer between 2007 and October 2011, and is a co-founder of the Company. Mr. Grossman has over 20 years of experience in the blood and plasma industry. Prior to founding the Company, Mr. Grossman was the Executive Vice President of National Hospital Specialties at GenesisBPS, a position he held between 1994 and 2011. He has experience in launching new products, building and managing national and international sales forces, managing clinical trials and completing numerous business development transactions. Previously, he worked at MedImmune, Inc., where he worked on marketing teams for RSV and CMV immunoglobulins, and at the American Red Cross, where he launched new products with the Biomedical Services division. Mr. Grossman received a B.S. in Business Administration, with a specialization in International Business and Marketing, from American University. Mr. Grossman is the son of Dr. Jerrold B. Grossman, our Vice Chairman and co-founder. Mr. Grossman was chosen to serve on the Board because, as the Company's Chief Executive Officer, he is able to provide the Board with critical insight into the day-to-day operations of the Company.

Eric I. Richman 58 Mr. Richman has been a director of the Company since 2007 and is currently the Chairman of the Company's Audit Committee and a member of the Company's Compensation Committee and Governance and Nominations Committee. Mr. Richman serves as the interim Chief Executive Officer of LabConnect, Inc., a provider of global central laboratory services, a position he has held since November 2018. Mr. Richman was a Venture Partner at Brace Pharma Capital, a life science venture capital firm, from January 2016 to September 2018 and is involved with several private and public biotechnology companies. He also served as Chief Executive Officer Tyrogenex Inc., a biopharmaceutical company, from 2016 to 2018. Mr. Richman served as the President and Chief Executive Officer of PharmAthene, Inc. ("PharmAthene"), subsequently acquired by Altimmune, Inc., between October 2010 and March 2015. He also served on PharmAthene's board of directors, when the company was listed on the NYSE, from 2010 to 2017. Prior to joining PharmAthene, Mr. Richman held various commercial and strategic positions of increasing responsibility over a 12-year period at MedImmune, Inc. from its inception and was Director, International Commercialization at that company. Mr. Richman served as a director of Lev Pharmaceuticals, Inc. and as Chairman of its Commercialization Committee and served as a director of American Bank Incorporated (acquired by Congressional Bancshares). Mr. Richman currently serves as a director of Variant Pharmaceuticals, Inc., NovelStem International Corp. (OTCMKTS: NSTM) and LabConnect, Inc. where he serves as the Chairman of the Board. Mr. Richman received a B.S. in Biomedical Science from the Sophie Davis School of Biomedical Education and a M.B.A. from the American Graduate School of International Management. Mr. Richman was chosen to serve on the Board because of his experience in the development and commercialization of plasma-derived products and experience as an executive officer.

THE CHARTER AMENDMENT PROPOSAL

Our Board has approved an amendment and restatement to our Existing Charter to (i) increase the number of authorized shares of common stock from 75,000,000 shares to 150,000,000 shares, and (ii) remove the Company's non-voting common stock, which was retired in full on May 14, 2018, eliminate all powers, preferences and relative, participating, optional, special and other rights and qualifications, limitations and restrictions thereof and delete all references therein to the non-voting common stock, and recommends that our stockholders approve the proposed Restated Charter. A copy of the proposed amendment is attached to this proxy statement as **Annex A**. You are encouraged to read the Restated Charter in its entirety.

The additional 75,000,000 shares of common stock will be designated as common stock with a par value of \$0.001 per share. The Company is currently authorized to issue 93,591,160 shares of capital stock, of which 75,000,000 shares are designated as common stock, 8,591,160 shares are designated as non-voting common stock and 10,000,000 shares are designated as preferred stock, \$0.0001 par value per share ("**preferred stock**"). On June 6, 2017, as partial consideration for the Company's acquisition of certain therapy business related assets of Biotest Pharmaceuticals Corporation ("**BPC**") (the "**BPC Transaction**"), the Company issued 8,591,160 shares of its non-voting common stock to BPC. On May 14, 2018, the Company, ADMA BioManufacturing, LLC and ADMA Bio Centers Georgia Inc. entered into a Share Transfer, Amendment and Release Agreement with BPC, Biotest AG, Biotest US Corporation and The Biotest Divestiture Trust whereby, among other things, BPC transferred to the Company, for no cash consideration, the 8,591,160 shares of non-voting common stock. Immediately upon transfer of the 8,591,160 shares of non-voting common stock to the Company, the shares were retired and are no longer available for issuance. The retired shares of non-voting common stock comprised approximately 19% of the total outstanding common stock of the Company as of May 14, 2018.

The additional shares of common stock would have rights identical to our common stock currently outstanding. Approval of the proposed amendment and any issuance of common stock would not affect the rights of the holders of our common stock currently outstanding. However, if the proposed Restated Charter is approved, and the Board decides to issue such shares of common stock, such issuance of common stock will increase the outstanding number of shares of common stock, thereby causing dilution in earnings per share and voting interests of the outstanding common stock. As of the Record Date, _____ shares of our common stock were issued and outstanding and _____ shares of our common stock were subject to outstanding stock options, warrants or other convertible securities, thereby leaving _____ shares of common stock unassigned and authorized for potential issuance of the current 75,000,000 shares of common stock authorized. If the proposed amendment is approved to increase our authorized common stock to 150,000,000 shares, there will be _____ shares of common stock unassigned and authorized for potential issuance. The proposed amendment will not change the number of shares of preferred stock authorized for issuance.

The following table sets forth the potential dilutive effect on the beneficial ownership of the existing stockholders of the Company if all of the shares of common stock authorized were issued by the Company:

Beneficial Ownership of **Beneficial Ownership of**

	Existing Stockholders prior to the Proposed Amendment (2)		Existing Stockholders after the Proposed Amendment (3)	
	Number	Percentage	Number	Percentage
Existing Stockholders (1):		%		%

(1) For purposes of clarification, the percentage represented by the existing stockholders excludes any and all options, warrants and other convertible securities held by the existing stockholders.

- (2) Ownership is based upon the number of outstanding shares of common stock as of the Record Date, and assumes the issuance of all authorized but unissued shares of common stock before the proposed amendment.

- (3) Ownership is based upon the number of outstanding shares of common stock as of the Record Date, and assumes the issuance of all authorized but unissued s