

INNOVUS PHARMACEUTICALS, INC.  
Form S-1/A  
August 24, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-1  
(Amendment No. 2)

Commission File Number 333-213016

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INNOVUS PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

2834  
(Primary Standard Industrial Classification Code Number)

98-0814124  
(I.R.S. Employer Identification Number)

9171 Towne Center Drive, Suite 440  
San Diego, CA 92122  
(858) 964-5123  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Bassam Damaj, President  
Innovus Pharmaceuticals, Inc.  
9171 Towne Center Drive, Suite 440  
San Diego, CA 92122  
(858) 964-5123  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective

registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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## EXPLANATORY NOTE

This Amendment No. 2 (the "Amendment") to the Registration Statement on Form S-1 (File No. 333-213016) (the "Form S-1") of Innovus Pharmaceuticals, Inc. is being filed solely for the purpose of refiling Exhibit 5.1 to the Form S-1. Accordingly, the Amendment consists solely of the facing page, this explanatory note, Part II of the Form S-1, the signatures and the exhibit index and is not intended to amend or delete any part of the Form S-1 except as specifically noted herein.

## EXHIBITS

The Exhibits required by Item 601 of Regulation S-K, and an index thereto, are attached.

## UNDERTAKINGS

The undersigned registrant hereby undertakes to:

- (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 the 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 the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (§230.424(b) of this chapter) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that:

- (A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8 (§239.16b of this chapter), and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement; and

- (B) Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 (§239.13 of this chapter) or Form F-3 (§239.33 of this chapter) and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) (§230.424(b) of this chapter) that is part of the registration statement.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Diego, California, on August 24, 2016.

Innovus Pharmaceuticals, Inc.

By: /s/ Bassam Damaj  
Bassam Damaj, President and Chief Executive Officer  
and Principal Financial Officer

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

Signature	Title	Date
/s/ Bassam Damaj Bassam Damaj	President and Chief Executive Officer	August 24, 2016
/s/ Bassam Damaj Bassam Damaj	Director	August 24, 2016
/s/ Bassam Damaj Bassam Damaj	Principal Executive Officer	August 24, 2016
/s/ Bassam Damaj Bassam Damaj	Principal Financial Officer	August 24, 2016
/s/ Bassam Damaj Bassam Damaj	Principal Accounting Officer	August 24, 2016
/s/ Bassam Damaj Bassam Damaj	Secretary	August 24, 2016

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Financial Statements and Exhibits

(a) Documents filed as part of this Report

1. Financial Statements:

A. INDEX TO FINANCIAL STATEMENTS

Reports of Independent Registered Public Accounting Firms	s
Consolidated Balance Sheets - December 31, 2015 and 2014	F-2
Consolidated Statements of Operations - Years Ended December 31, 2015 and 2014	F-3
Consolidated Statements of Cash Flows - Years Ended December 31, 2015 and 2014	F-4
Consolidated Statements of Stockholders' Deficit - December 31, 2015 and December 31, 2014	F-6
Notes to the Consolidated Financial Statements - December 31, 2015 and 2014	F-7 - F-37
Condensed Consolidated Balance Sheets - June 30, 2015 (Unaudited) and December 31, 2015	G-1
Condensed Consolidated Statements of Operations (Unaudited) for the Three and Six Months Ended June 30, 2016 and 2015	G-2
Condensed Consolidated Statements of Cash Flows (Unaudited) – For the Six Months Ended June 30, 2016 and 2015	G-3
Notes to Condensed Consolidated Financial Statements - June 30, 2016	G-4 - G-30

B. EXHIBIT

EXHIBIT INDEX

Exhibit	Description	Form	Incorporated by reference Exhibit	Filing date
3(i)(a)	Amended and Restated Articles of Incorporation of Innovus Pharmaceuticals, Inc.	8-K	3.3	12/11/2011
3(ii)(a)	Bylaws of Innovus Pharmaceuticals, Inc.	10-K	3.2	12/2/2007
5.1	Opinion of Weintraub Law Group, PC			
10.1**	Form of Securities Purchase Agreement			
10.2**	Form of Convertible Promissory Note			
10.3**	Form of Common Stock Purchase Warrant Agreement			
10.4**	Form of Registration Agreement			
10.5**	Garden State Securities Engagement Agreement			
10.6**	H.C. Wainwright and Co, LLC Engagement Agreement			
23.1*	Consent of Hall & Company, Inc.			
23.2*	Consent of EisnerAmper LLP			

\* Filed herewith

\*\* Previously Filed