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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **January 21, 2019**

Adial Pharmaceuticals, Inc.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction of incorporation)

001-38323
(Commission File Number)

82-3074668
(IRS Employer Identification No.)

1001 Research Park Blvd., Suite 100
Charlottesville, VA 22911
(Address of principal executive offices and zip code)

(434) 422-9800
(Registrant's telephone number including area code)

1180 Seminole Trail, Suite 495
Charlottesville, VA 22902
(Former Name and Former Address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

Adial Pharmaceuticals, Inc. (the “Company”) is filing this Amendment No. 1 to Current Report on Form 8-K to amend the Current Report on Form 8-K filed on January 25, 2019 (the “Original Form 8-K”) for the sole purpose of correcting a typographical error on the cover page of the Original Form 8-K. As corrected, the cover page now reads: “Date of Report (date of earliest event reported): **January 21, 2019**”. All other information in the Original Form 8-K is unchanged.

Item 3.02. Unregistered Sales of Equity Securities.

On January 21, 2019, Adial Pharmaceuticals, Inc. (the "Company"), exchanged a currently outstanding warrant to purchase 300,000 shares of common stock exercisable at a per share price of \$3.75, with a cashless exercise feature, exercisable for a period of five years from its date of issuance for a new warrant to purchase 300,000 shares of common stock at an exercise price of \$3.75, with a cashless exercise feature allowing for a maximum issuance of 125,000 shares of common stock upon a cashless exercise, exercisable until April 17, 2019. Subsequent to the exchange, the warrant holder exercised the new warrant in full, retiring the warrant. The Company issued the new warrant and the shares of common stock upon exercise of the new warrant in reliance on the exemption from registration provided for under Section 3(a)(9) of the Securities Act of 1933, as amended (the "Securities Act"), as the issuance was made to an existing security holder, there was no additional consideration paid for the new warrant or the shares of common stock and no commission or other remuneration was paid.

In addition, on November 26, 2018 and December 15, 2018, the Company issued 100,000 and 18,750 shares of common stock, respectively, to two consultants in consideration of strategic management consulting services and investor relations services to be rendered to the Company. Based on the closing price of the Company's stock on the day prior to issuance of \$1.33 and \$3.80, respectively, the value of the shares issued was \$133,000 and \$71,250, respectively. The issuance of these securities was exempt from registration under the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction not involving a public offering. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates issued in these transactions. All recipients had adequate access to information provided by the Company and to information about the Company. The sales of these securities were made without any general solicitation or advertising.

Item 8.01. Other Events.

On January 24, 2019, the Company issued a press release announcing that it has received \$1.2 million in capital through the voluntary exercise of previously outstanding warrants to purchase 243,100 shares of its common stock and that 125,000 shares of its common stock were issued as part of the cashless exercise of warrants.

The information regarding the warrant exchange and issuances of common stock upon exercise of the warrant as set forth under Item 3.02 of this Form 8-K is incorporated by reference in this Item 8.01.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits****Exhibit No. Description**

99.1	Press Release of Adial Pharmaceuticals, Inc. dated January 24, 2019
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 25, 2019

ADIAL PHARMACEUTICALS, INC.

By: /s/ William B. Stilley, III

Name: William B. Stilley

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	<u>Press Release of Adial Pharmaceuticals, Inc. dated January 24, 2019</u>



Adial Pharmaceuticals Receives \$1.2 Million in Proceeds Through the Exercise of Warrants

Enhances Balance Sheet; Funds to be Utilized for Phase 3 Clinical Trial of AD04

Charlottesville, VA – January 24, 2019 – **Adial Pharmaceuticals, Inc.** (NASDAQ:ADIL; ADILW) www.adialpharma.com, a clinical-stage biopharmaceutical company focused on the development of medicines for addiction, today announced that it has received \$1.2 million in capital through the voluntary exercise of previously outstanding warrants to purchase 243,100 shares of its common stock. Additionally, 125,000 shares were issued as part of the cashless exercise of warrants.

“I am pleased to report that we have received \$1.2 million in proceeds through the recent exercise of our outstanding warrants,” commented William Stilley, CEO of Adial Pharmaceuticals. “We have also seen a reduction in the number of potential shares issuable under our warrants, due to the cashless exercise of non-trading warrants.”

“We remain focused on the operations and milestones related to our Phase 3 clinical trial of AD04 for Alcohol Use Disorder and AD04’s initial development for Opioid Use Disorder. The simplification of our capital structure and strengthening of our balance sheet due to the exercise of these warrants reduces risk, advances our mission, and, therefore, creates value for our shareholders,” added Mr. Stilley. “We appreciate this vote of support from our warrant holders. Their actions have provided us additional capital to use in our planned clinical activities as we push to help those suffering from the terrible affliction of addiction.”

About Adial Pharmaceuticals, Inc.

Adial Pharmaceuticals is a clinical-stage biopharmaceutical company focused on the development of treatments for addictions. The Company’s lead investigational new drug product, AD04, is a genetically targeted therapeutic agent for the treatment of alcohol use disorder (“AUD”). A Phase 2b clinical trial of AD04 for the treatment of AUD showed promising results in reducing frequency of drinking, quantity of drinking and heavy drinking (all with statistical significance), and no overt safety concerns (there were no statistically significant serious adverse events reported). The Company plans to commence a Phase 3 clinical trial using AD04 for the potential treatment of AUD in subjects with certain target genotypes, which are to be identified using the Company’s proprietary companion diagnostic genetic test. AD04 is also believed to have the potential to treat other addictive disorders such as opioid use disorder, gambling, and obesity.

Forward Looking Statements

This communication contains certain “forward-looking statements” within the meaning of the U.S. federal securities laws. Such statements are based upon various facts and derived utilizing numerous important assumptions and are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements preceded by, followed by or that otherwise include the words “believes,” “expects,” “anticipates,” “intends,” “projects,” “estimates,” “plans” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “may” and “could” are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing. These statements are based upon current beliefs, expectations and assumptions and include statements regarding commencing Phase 3 clinical trials in the first half of 2019 and the expected benefit AD04 will bring to patients. Any forward-looking statements included herein reflect our current views, and they involve certain risks and uncertainties, including, among others, our ability commence the Phase 3 clinical trials in the first half of 2019, the ability of AD04 therapy to perform as designed, to demonstrate safety and efficacy, as well as results that are consistent with prior results, the ability to enroll patients and complete the clinical trials on time and achieve desired results and benefits, our ability to obtain regulatory approvals for commercialization of product candidates or to comply with ongoing regulatory requirements, regulatory limitations relating to our ability to promote or commercialize our product candidates for specific indications, acceptance of its product candidates in the marketplace and the successful development, marketing or sale of products, our ability to maintain our license agreements, the continued maintenance and growth of our patent estate, our ability to establish and maintain collaborations, our ability to obtain or maintain the capital or grants necessary to fund its research and development activities, and our ability to retain our key employees or maintain our Nasdaq listing. These risks should not be construed as exhaustive and should be read together with the other cautionary statement included in our registration statement on Form S-1 that we have filed with the SEC and the final prospectus. Any forward-looking statement speaks only as of the date on which it was initially made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, unless required by law.

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