

ORAMED PHARMACEUTICALS INC.
Form 10-Q
July 17, 2013

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended May 31, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission file number: 000-50298

ORAMED PHARMACEUTICALS INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

98-0376008
(I.R.S. Employer Identification
No.)

Hi-Tech Park 2/5 Givat Ram
PO Box 39098
Jerusalem, Israel
(Address of Principal Executive
Offices)

91390
(Zip Code)

+ 972-2-566-0001
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Edgar Filing: ORAMED PHARMACEUTICALS INC. - Form 10-Q

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of July 17, 2013 there were 7,900,829 shares of the issuer's common stock, \$0.012 par value per share, outstanding.

ORAMED PHARMACEUTICALS INC.

FORM 10-Q

TABLE OF CONTENTS

<u>PART I – FINANCIAL INFORMATION</u>	1
<u>ITEM 1 - FINANCIAL STATEMENTS</u>	1
<u>ITEM 2 - MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	2
<u>ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	10
<u>ITEM 4 - CONTROLS AND PROCEDURES</u>	10
<u>PART II - OTHER INFORMATION</u>	11
<u>ITEM 5 - OTHER INFORMATION</u>	11
<u>ITEM 6 - EXHIBITS</u>	12

As used in this Quarterly Report on Form 10-Q, the terms “we,” “us,” “our” and the “Company” mean Oramed Pharmaceuticals Inc. and our wholly-owned Israeli subsidiary, Oramed Ltd., unless otherwise indicated. All dollar amounts refer to U.S. Dollars unless otherwise indicated.

On May 31, 2013, the exchange rate between the NIS and the dollar, as quoted by the Bank of Israel, was NIS 3.683 to \$1.00. Unless indicated otherwise by the context, statements in this Quarterly Report on Form 10-Q that provide the dollar equivalent of NIS amounts or provide the NIS equivalent of dollar amounts are based on such exchange rate.

PART I – FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

ORAMED PHARMACEUTICALS INC.
(A development stage company)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF MAY 31, 2013

1

ORAMED PHARMACEUTICALS INC.
(A development stage company)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF MAY 31, 2013

TABLE OF CONTENTS

	Page
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:	
<u>Balance sheets</u>	F-2
<u>Statements of comprehensive loss</u>	F-3
<u>Statements of changes in stockholders' equity</u>	F-4-F-6
<u>Statements of cash flows</u>	F-7
<u>Notes to financial statements</u>	F-8-F-18

ORAMED PHARMACEUTICALS INC.
(A development stage company)
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
U.S. dollars

	May 31, 2013	August 31, 2012
Assets		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,104,897	\$ 4,430,740
Short term deposits	2,323,947	454,381
Marketable securities	803,372	200,311
Restricted cash	16,000	16,000
Accounts receivable - other	333,719	87,691
Prepaid expenses	62,302	2,307
Related parties	746	404
Grants receivable from the chief scientist	178,800	84,642
T o t a l c u r r e n t a s s e t s	4,823,783	5,276,476
LONG TERM DEPOSITS AND INVESTMENT AMOUNTS FUNDED IN RESPECT OF EMPLOYEE RIGHTS UPON RETIREMENT	9,425	8,867
PROPERTY AND EQUIPMENT, NET	5,730	4,768
T o t a l a s s e t s	\$ 4,846,300	\$ 5,294,851
Liabilities and stockholders' equity		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 398,772	\$ 597,173
Account payable with former shareholder	47,252	47,252
T o t a l c u r r e n t l i a b i l i t i e s	446,024	644,425
LONG TERM LIABILITIES:		
Warrants	-	637,182
Employee rights upon retirement	12,780	6,959
Provision for uncertain tax position	228,272	228,272
	241,052	872,413
COMMITMENTS (note 2)		
STOCKHOLDERS' EQUITY:		
Common stock of \$ 0.012 par value - authorized: 16,666,667* shares at May 31, 2013 and August 31, 2012; issued and outstanding: 7,226,423 shares at May 31, 2013 and 6,674,068* at August 31, 2012	86,702	80,075
Accumulated other comprehensive income	131,924	-
Additional paid-in capital	25,273,343	21,589,715
Deficit accumulated during the development stage	(21,332,745)	(17,891,777)
T o t a l s t o c k h o l d e r s ' e q u i t y	4,159,224	3,778,013

Total liabilities and stockholders' equity	\$ 4,846,300	\$ 5,294,851
--	--------------	--------------

* See note 4d.

The accompanying notes are an integral part of the condensed consolidated financial statements.

F - 2

ORAMED PHARMACEUTICALS INC.
(A development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(UNAUDITED)
U.S. dollars

	Nine months ended		Three months ended		Period from April 12, 2002 (inception) through May 31, 2013
	May 31, 2013	May 31, 2012	May 31, 2013	May 31, 2012	
RESEARCH AND DEVELOPMENT EXPENSES, net	\$1,977,258	\$1,144,415	\$835,636	\$249,752	\$11,509,952
IMPAIRMENT OF INVESTMENT	-	-	-	-	434,876
GENERAL AND ADMINISTRATIVE EXPENSES	1,349,081	802,273	499,034	290,668	9,510,628
OPERATING LOSS	3,326,339	1,946,688	1,334,670	540,420	21,455,456
FINANCIAL INCOME	(223,638)	(14,834)	(84,594)	(306)	(430,796)
FINANCIAL EXPENSES	338,267	39,294	6,265	10,251	718,647
GAIN ON SALE OF INVESTMENT	-	-	-	-	(1,033,004)
IMPAIRMENT OF AVAILABLE-FOR-SALE SECURITIES	-	43,111	-	-	381,666
LOSS BEFORE TAXES ON INCOME	3,440,968	2,014,259	1,256,341	\$550,365	21,091,969
TAXES ON INCOME	-	-	-	-	240,776
NET LOSS FOR THE PERIOD	\$3,440,968	\$2,014,259	\$1,256,341	\$550,365	\$21,332,745
SUBSEQUENT (INCREASE) DECREASE IN THE FAIR VALUE OF AVAILABLE FOR SALE SECURITIES PREVIOUSLY WRITTEN DOWN AS IMPAIRED	(84,010)	-	38,967	15,869	(84,010)
RECLASSIFICATION ADJUSTMENT FOR GAINS INCLUDED IN NET LOSS	69,178	-	18,491	-	69,178
UNREALIZED (GAIN) LOSS ON AVAILABLE FOR SALE SECURITIES	(117,092)	-	55,126	-	(117,092)
TOTAL OTHER COMPREHENSIVE (INCOME) LOSS	(131,924)	-	112,584	15,869	(131,924)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	\$3,309,044	\$2,014,259	\$1,368,925	\$566,234	\$21,200,821
LOSS PER COMMON SHARE: BASIC AND DILUTED LOSS PER COMMON SHARE	\$0.49	\$0.34	\$0.17	\$0.09	
WEIGHTED AVERAGE NUMBER OF COMMON STOCK USED IN COMPUTING BASIC AND DILUTED LOSS PER COMMON STOCK	7,087,831	5,850,679	7,223,377	5,860,320	

The accompanying notes are an integral part of the condensed consolidated financial statements.

ORAMED PHARMACEUTICALS INC.
(A development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(UNAUDITED)
U.S. dollars

	Common Stock Shares*	\$	Additional paid-in capital	Accumulated Other Comprehensive Income	Deficit accumulated during the development stage	Total stockholders' equity
BALANCE AS OF APRIL 12, 2002 (inception)	2,902,589	\$ 34,828	\$ 18,872	-	-	\$ 53,700
CHANGES DURING THE PERIOD FROM APRIL 12, 2002 THROUGH AUGUST 31, 2007 :						
SHARES CANCELLED	(1,650,000)	(19,800)	19,800	-	-	-
SHARES ISSUED FOR INVESTMENT IN ISTI-NJ	95,368	1,144	433,732	-	-	434,876
SHARES ISSUED FOR OFFERING COSTS	146,079	1,753	(1,753)	-	-	-
SHARES AND WARRANTS ISSUED FOR CASH- NET OF ISSUANCE EXPENSES	2,265,514	27,181	2,095,800	-	-	2,122,981
SHARES ISSUED FOR SERVICES	10,417	125	98,625	-	-	98,750
CONTRIBUTIONS TO PAID IN CAPITAL	-	-	18,991	-	-	18,991
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO EMPLOYEES AND DIRECTORS	-	-	1,968,547	-	-	1,968,547
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO CONSULTANTS	-	-	177,782	-	-	177,782
DISCOUNT ON CONVERTIBLE NOTE RELATED TO BENEFICIAL CONVERSION FEATURE	-	-	108,000	-	-	108,000
OTHER COMPREHENSIVE LOSS	-	-	-	-	(16)	(16)
IMPUTED INTEREST	-	-	8,437	-	-	8,437
NET LOSS	-	-	-	-	(4,478,917)	(4,478,917)

Edgar Filing: ORAMED PHARMACEUTICALS INC. - Form 10-Q

BALANCE AS OF AUGUST 31, 2007	3,769,967	45,231	4,946,833	-	(4,478,933)	513,131
RECEIPTS ON ACCOUNT OF SHARES AND WARRANTS	-	-	6,061	-	-	6,061
SHARES ISSUED FOR CONVERSION OF CONVERTIBLE NOTE	45,844	550	274,450	-	-	275,000
SHARES AND WARRANTS ISSUED FOR CASH - NET OF ISSUANCE EXPENSES	848,288	10,178	5,774,622	-	-	5,784,800
SHARES ISSUED FOR SERVICES	24,419	293	115,817	-	-	116,110
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO EMPLOYEES AND DIRECTORS	-	-	459,467	-	-	459,467
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO CONSULTANTS	-	-	203,982	-	-	203,982
IMPUTED INTEREST	-	-	3,780	-	-	3,780
NET LOSS	-	-	-	-	(2,769,271)	(2,769,271)
BALANCE AS OF AUGUST 31, 2008	4,688,518	\$56,252	\$11,785,012	-	\$(7,248,204)	\$4,593,060

* See note 4d.

ORAMED PHARMACEUTICALS INC.
(A development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(UNAUDITED)
U.S. dollars

	Common Stock Shares*	\$	Additional paid-in capital	Accumulated Other Comprehensive Income	Deficit accumulated during the development stage	Total stockholders' equity
BALANCE AS OF AUGUST 31, 2008	4,688,518	56,252	11,785,012	-	(7,248,204)	4,593,060
SHARES ISSUED FOR SERVICES RENDERED	17,012	204	152,724	-	-	152,928
SHARES TO BE ISSUED FOR SERVICES RENDERED	-	-	203,699	-	-	203,699
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO EMPLOYEES AND DIRECTORS	-	-	436,025	-	-	436,025
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO CONSULTANTS	-	-	117,174	-	-	117,174
IMPUTED INTEREST	-	-	3,780	-	-	3,780
NET LOSS	-	-	-	-	(2,760,474)	(2,760,474)
BALANCE AS OF AUGUST 31, 2009	4,705,530	\$56,456	\$12,698,414	-	\$(10,008,678)	\$2,746,192
SHARES ISSUED FOR SERVICES RENDERED	92,416	1,109	248,741	-	-	249,850
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO EMPLOYEES AND DIRECTORS	-	-	690,882	-	-	690,882
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO CONSULTANTS	-	-	116,944	-	-	116,944
IMPUTED INTEREST	-	-	3,780	-	-	3,780

Edgar Filing: ORAMED PHARMACEUTICALS INC. - Form 10-Q

NET LOSS	-	-	-	-	(2,977,376)	(2,977,376)
BALANCE AS OF AUGUST 31, 2010	4,797,946	\$57,565	\$13,758,761	-	\$(12,986,054)	\$830,272
SHARES ISSUED FOR SERVICES RENDERED	60,887	731	226,838	-	-	227,569
SHARES AND WARRANTS ISSUED FOR CASH**	984,209	11,808	3,682,404	-	-	3,694,212
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO EMPLOYEES AND DIRECTORS	-	-	502,593	-	-	502,593
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO CONSULTANTS	-	-	26,733	-	-	26,733
IMPUTED INTEREST	-	-	3,782	-	-	3,782
NET LOSS	-	-	-	-	(1,561,245)	(1,561,245)
BALANCE AS OF AUGUST 31, 2011	5,843,042	70,104	18,201,111	-	(14,547,299)	3,723,916
SHARES ISSUED FOR SERVICES	29,084	349	107,511	-	-	107,860
SHARES AND WARRANTS ISSUED FOR CASH, INCLUDING RECLASSIFICATION OF WARRANTS	801,942	9,622	2,984,842	-	-	2,944,464
SHARES AND WARRANTS TO BE ISSUED FOR CASH	-	-	25,093	-	-	25,093
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO EMPLOYEES AND DIRECTORS	-	-	200,866	-	-	200,866
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO CONSULTANTS	-	-	70,292	-	-	70,292
NET LOSS	-	-	-	-	(3,344,478)	(3,344,478)
BALANCE AS OF AUGUST 31, 2012	6,674,068	\$80,075	\$21,589,715	-	\$(17,891,777)	\$3,778,013

* See note 4d.

** Including 16,397 shares issued as finders' fee.

ORAMED PHARMACEUTICALS INC.
(A development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(UNAUDITED)
U.S. dollars

	Common Stock Shares*	\$	Additional paid-in capital	Accumulated other Comprehensive Income	Deficit accumulated during the development stage	Total stockholders' equity
BALANCE AS OF AUGUST 31, 2012	6,674,068	\$80,075	\$21,589,715	-	\$(17,891,777)	\$3,778,013
SHARES AND WARRANTS ISSUED FOR CASH, NET**	349,396	4,192	1,418,400	-	-	1,422,592
SHARES ISSUED FOR MARKETABLE SECURITIES	199,172	2,390	626,240	-	-	628,630
SHARES TO BE ISSUED FOR SERVICES RENDERED	-	-	93,713	-	-	93,713
EXCHANGE OF WARRANTS (see note 5)	-	-	917,809	-	-	917,809
EXERCISE OF WARRANTS	3,787	45	(45)	-	-	-
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO EMPLOYEES AND DIRECTORS	-	-	487,034	-	-	487,034
STOCK BASED COMPENSATION RELATED TO OPTIONS GRANTED TO CONSULTANTS	-	-	140,477	-	-	140,477
NET LOSS	-	-	-	-	(3,440,968)	(3,440,968)
OTHER COMPREHENSIVE INCOME	-	-	-	131,924	-	131,924
BALANCE AS OF MAY 31, 2013	7,226,423	\$86,702	\$25,273,343	\$ 131,924	\$(21,332,745)	\$4,159,224

* See note 4d.

** Including 13,871 shares issued as finders' fee.

The accompanying notes are an integral part of the condensed consolidated financial statements.

F - 6

ORAMED PHARMACEUTICALS INC.
(A development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
U.S. dollars

	Nine months ended		Period from
	May 31,	May 31,	April 12,
	2013	2012	2002
			(inception
			date) through
			May 31,
			2013
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$(3,440,968)	\$(2,014,259)	\$(21,332,745)
Adjustments required to reconcile net loss to net cash used in operating activities:			
Depreciation	3,697	17,384	124,541
Amortization of debt discount	-	-	108,000
Exchange differences on deposits and investments	10,880	(1)	41,917
Stock based compensation	627,511	154,199	5,598,798
Shares issued for services rendered	-	91,860	1,155,956
Shares to be issued for services rendered	93,713	-	93,713
Gain on sale of investment	(69,178)	-	(1,102,182)
Impairment of investment	-	-	434,876
Imputed interest	-	-	23,559
Impairment of available for sale security	-	43,111	381,666
Exchange of warrants	296,982	-	296,982
Changes in fair value of warrant liabilities	(44,699)	-	98,005
Changes in operating assets and liabilities:			
Accounts receivables and other current assets	(400,523)	(166,540)	(560,682)
Restricted cash	-	-	(16,000)
Accounts payable and accrued expenses	(198,401)	(85,435)	398,772
Liability of employee rights upon retirement	5,821	419	26,007
Provision for uncertain tax position	-	-	228,272
Total net cash used in operating activities	(3,115,165)	(1,959,262)	(14,000,545)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	(4,659)	(2,129)	(130,271)
Acquisition of short-term investments and short term deposits	(1,862,817)	(500,000)	(7,766,552)
Funds in respect of employee rights upon retirement	(3,023)	(2,109)	(9,918)
Proceeds from sale of investment and marketable securities	226,671	450,000	676,671
Proceeds from sale of Short term deposits	-	1,800,000	5,428,000
Lease deposits, net	-	-	(7,509)
Total net cash derived from (used in) investing activities	(1,643,828)	1,745,762	(1,809,579)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from sales of common stock and warrants - net of issuance expenses	1,450,936	-	16,595,571
Receipts on account of shares issuances	-	-	6,061
Proceeds from convertible notes	-	-	275,000

Edgar Filing: ORAMED PHARMACEUTICALS INC. - Form 10-Q

Proceeds from short term note payable	-	-	120,000
Payments of short term note payable	-	-	(120,000)
Shareholder advances	-	-	66,243
Net cash derived from financing activities	1,450,936	-	16,942,875
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(17,786)	-	(27,854)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,325,843)	(213,500)	1,104,897
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	4,430,740	1,513,365	-
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$1,104,897	\$1,299,865	\$1,104,897
Non cash investing and financing activities:			
Shares issued for offering costs	-	-	\$77,779
Contribution to paid in capital	-	-	\$18,991
Discount on convertible note related to beneficial conversion feature	-	-	\$108,000
Exchange of warrants	\$917,809	-	\$917,809
Shares and warrants issued for marketable securities-	\$628,630	-	\$628,630

The accompanying notes are an integral part of the condensed consolidated financial statements.

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES:

a.

General:

Oramed Pharmaceuticals Inc. (the "Company") was incorporated on April 12, 2002, under the laws of the State of Nevada. From incorporation until March 3, 2006, the Company was an exploration stage company engaged in the acquisition and exploration of mineral properties. On February 17, 2006, the Company entered into an agreement with Hadasit Medical Services and Development Ltd. ("Hadasit") (the "First Agreement") to acquire the provisional patent related to orally ingestible insulin capsule to be used for the treatment of individuals with diabetes, see also note 2a.

On March 11, 2011, the Company was reincorporated from the State of Nevada to the State of Delaware.

In February 2013, the Company's common stock began trading on The Nasdaq Capital Market under the symbol ORMP.

On May 14, 2007, the Company incorporated a wholly-owned subsidiary in Israel, Oramed Ltd., which is engaged in research and development. Unless the context indicates otherwise, the term "Group" refers to Oramed Pharmaceuticals Inc. and its Israeli subsidiary, Oramed Ltd. (the "Subsidiary"), (together with the Company, "the Group").

The Group is engaged in research and development in the biotechnology field and is considered a development stage company in accordance with the ASC Topic 915 "Development Stage Entities" due to the fact that it has not generated any revenues from its operations.

Successful completion of the Company's development programs and its transition to normal operations is dependent upon obtaining necessary regulatory approvals from the FDA prior to selling its products within the United States, and foreign regulatory approvals must be obtained to sell its products internationally. There can be no assurance that the Company will receive regulatory approval of any of its product candidates, and a substantial amount of time may pass before the Company achieves a level of revenues adequate to support its operations, if at all. The Company also expects to incur substantial expenditures in connection with the regulatory approval process for each of its product candidates during their respective developmental periods. Obtaining marketing approval will be directly dependent on the Company's ability to implement the necessary regulatory steps required to obtain marketing approval in the United States and in other countries. The Company cannot predict the outcome of these activities.

Based on its current cash resources and commitments, and cash received in private offerings in the year ended August 31, 2012 and the nine month period ended May 31, 2013 (see note 4b), the Company believes it will be able to maintain its current planned development activities and the corresponding level of expenditures for at least the next 12 months, although no assurance can be given that it will not need additional funds prior to such time. If there are unexpected increases in general and administrative expenses or research and development expenses, the Company may need to seek additional financing during the next 12 months. See also note 6 with respect to the Company registered direct offering.

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (continued):

b. Newly issued and recently adopted Accounting Pronouncements

1) In June 2011, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update (ASU) 2011-05, an update to ASC No. 220, "Presentation of Comprehensive Income," which eliminates the option to present other comprehensive income and its components in the statement of shareholders' equity. The Company can elect to present the items of net income and other comprehensive income in a single continuous statement of comprehensive income or in two separate, but consecutive, statements. Under either method the statement would need to be presented with equal prominence as the other primary financial statements. The amended guidance, which must be applied retroactively, is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with earlier adoption permitted. In December 2011, the FASB issued another update on the topic, which deferred the effective date pertaining only to the presentation of reclassification adjustments on the face of the financial statements. The Company adopted the pronouncement in the first quarter of fiscal year 2013.

2) In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("ASU 2013-02"). This update requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, ASU 2013-02 requires presentation, either on the face of the income statement or in the notes, of significant amounts reclassified out of accumulated other comprehensive income by respective line items of net income, but only if the amounts reclassified are required to be reclassified in their entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional details about these amounts. The amendments in ASU 2013-02 will be effective prospectively for annual reporting periods beginning after December 15, 2012, and interim periods within those annual periods. ASU 2013-02 is effective for the Company on August, 31, 2013. The Company does not expect the adoption of ASU 2013-02 to have a material effect on the consolidated financial statement presentation.

c. Condensed Consolidated Financial Statements Preparation

The condensed consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and on the same basis as the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2012 (the "2012 Form 10-K"). These condensed consolidated financial statements are not audited but in the opinion of management reflect all adjustments that are of a normal recurring nature and that are considered necessary for a fair statement of the results of the periods presented. Certain information and disclosures normally included in annual consolidated financial statements have been omitted in this interim period report pursuant to the rules and regulations of the SEC.

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (continued):

Because the condensed consolidated interim financial statements do not include all of the information and disclosures required by U.S. GAAP for annual financial statements, they should be read in conjunction with the audited consolidated financial statements and notes included in the 2012 Form 10-K for the year ended August 31, 2012. The results for interim periods are not necessarily indicative of a full fiscal year's results.

d. Reclassifications

Certain figures in respect of prior years have been reclassified to conform to the current year presentation.

NOTE 2 - COMMITMENTS:

- a. Under the terms of the First Agreement with Hadasit (note 1a above), the Company retained Hadasit to provide consulting and clinical trial services. As remuneration for the services provided under the agreement, Hadasit is entitled to \$200,000. The primary researcher for Hadasit is Dr. Miriam Kidron, a director and officer of the Company. The funds paid to Hadasit under the agreement are deposited by Hadasit into a research fund managed by Dr. Kidron. Pursuant to the general policy of Hadasit with respect to its research funds, Dr. Kidron receives from Hadasit a management fee in the rate of 10% of all the funds deposited into this research fund. The total amount paid to Dr. Kidron out of this fund was \$10,214.

On January 7, 2009, the Company entered into a second agreement with Hadasit (the "Second Agreement") which confirms that Hadasit has conveyed, transferred and assigned all of its ownership rights in the patents acquired under the First Agreement to the Company, and certain other patents filed by the Company after the First Agreement as a result of the collaboration between the Company and Hadasit.

On July 8, 2009, the Subsidiary entered into a third agreement with Hadasit, Prof. Itamar Raz and Dr. Miriam Kidron (the "Third Agreement"), to retain consulting and clinical trial services from Hadasit. According to the Third Agreement, Hadasit was entitled to total consideration of \$400,000 to be paid by Oramed. \$200,000 of this amount was agreed in the terms of the First Agreement, and the remaining of \$200,000 was paid in accordance with the actual progress of the study. The total amount was paid through May 31, 2011.

On September 11, 2011, the Subsidiary entered into a fourth agreement with Hadasit, Dr. Miriam Kidron and Dr. Daniel Schurr (the "Fourth Agreement"), to retain consulting and clinical trial services. According to the Fourth Agreement, Hadasit will be entitled to consideration of \$200,000 to be paid by the Company in accordance with the actual progress of the study, \$50,000 of which were paid and recognized through May 31, 2013.

- b. On July 5, 2010, the Subsidiary of the Company entered into a Manufacturing Supply Agreement (MSA) with Sanofi-Aventis Deutschland GMBH ("sanofi-aventis"). According to the MSA, sanofi-aventis will supply the subsidiary with specified quantities of recombinant human insulin to be used for clinical trials in the United States.

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 2 - COMMITMENTS (continued):

c. On February 15, 2011, the Subsidiary entered into a consulting agreement with a third party (the "Consultant") for a period of five years, pursuant to which the Consultant will provide consultation on scientific and clinical matters. The Consultant is entitled to a fixed monthly fee of \$8,000, royalties of 8% of the net royalties actually received by the Subsidiary in respect of the patent that was sold to Entera Bio Ltd. ("Entera") on February 22, 2011 and an option to purchase up to 20,834 shares of common stock of the Company at an exercise price of \$6.00 per share. The option vests in five annual installments commencing February 16, 2012 and expires on February 16, 2021. The initial fair value of the option on the date of grant was \$62,185, using the Black Scholes option-pricing model and was based on the following assumptions: dividend yield of 0% for all years; expected volatility of 78.65%; risk-free interest rates of 3.62%; and the remaining expected term of 10 years. The fair value of the option as of May 31, 2013 was \$129,683, using the following assumptions: dividend yield of 0% and expected term of 7.72 years; expected volatility of 76.16%; and risk-free interest rate of 1.75%. The fair value of the option granted is remeasured at each balance sheet reporting date and is recognized over the related service period using the straight-line method.

d. On February 15, 2012, the Company entered into an advisory agreement with a third party for a period of one year, pursuant to which such third party will provide investors relations services and will be entitled to a share based compensation as follows: 25,000 shares of common stock of the Company will be issued in six installments over the engagement period, commencing February 15, 2012, and a warrant to purchase 62,500 shares of common stock of the Company at an exercise price of \$6.00 per share. The warrant vested in 12 monthly installments commencing February 15, 2012 and expires on February 15, 2017. The initial fair value of the option on the date of grant was \$121,304, using the Black Scholes option-pricing model and was based on the following assumptions: dividend yield of 0% for all years; expected volatility of 76.82%; risk-free interest rates of 0.81%; and the remaining expected term of 5 years.

On July 3, 2012, the Company and the third party entered into an amendment to the agreement, according to which the original agreement will be extended until July 3, 2013 (unless terminated earlier by one of the parties), and a new payment schedule was determined for the remainder of the share based compensation until July 3, 2013. The Company records expenses in respect of this warrant during the term of the services.

The fair value of the option as of May 31, 2013, was \$166,598, using the following assumptions: dividend yield of 0% and expected term of 4.0 years; expected volatility of 65.72%; and risk-free interest rate of 0.62%. The fair value of the option granted is remeasured at each balance sheet reporting date and is recognized over the related service period using the straight-line method.

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 2 - COMMITMENTS (continued):

e. On March 18, 2012, the Subsidiary entered into a lease agreement for its office facilities in Israel. The lease agreement is for a period of 57 months commencing January 1, 2012. The monthly lease payment will be NIS 3,400 in 2012, NIS 4,225 in 2013 and NIS 5,610 from 2014 onwards, and will be linked to the increase in the Israeli consumer price index (as of May 31, 2013, the monthly payment in the Company's functional currency is \$1,147, the future lease payments under the agreement will be \$4,558 from July to September 2013). As security for its obligation under this lease agreement the Company provided a bank guarantee in an amount equal to three monthly lease payments.

On April 28, 2013, the Subsidiary entered into a new lease agreement for its office facilities in Israel. The new lease agreement is for a period of 36 months commencing October 1, 2013. The monthly lease payment will be NIS 5,589 in 2013 and NIS 7,421 from 2014 onwards, and will be linked to the increase in the Israeli consumer price index (as of May 31, 2013, the monthly payment in the Company's functional currency is \$1,518, the future lease payments under the agreement will be \$2,015 in 2014 onwards). As security for its obligation under this lease agreement the Company provided a bank guarantee in an amount equal to three monthly lease payments.

f. On September 27, 2012, the Subsidiary entered into a Master Services Agreement with Medpace, Inc. ("Medpace"), to retain it as a CRO, for its upcoming Phase 2 clinical trial for an oral insulin capsule, that was expected to start in the first calendar quarter of 2013 in the United States. As consideration for its services, the subsidiary will pay Medpace a total amount of approximately \$3,500,000 that will be paid during the term of the engagement and based on achievement of certain milestones, \$540,579 of which was paid through May 31, 2013. On March 17, 2013, due to a request from the FDA to perform a sub study before proceeding with the Phase 2 clinical trial, the Subsidiary instructed Medpace to temporarily cease all work. As a result, Medpace is required to return to the Subsidiary all funds in excess of the actual expenses paid for the clinical trial, at the amount of \$219,867 and are presented as accounts receivable - other.

g. Grants from Bio-Jerusalem

The Subsidiary is committed to pay royalties to the Bio-Jerusalem fund on proceeds from future sales at a rate of 4% and up to 100% of the amount of the grant received by the Company (Israeli CPI linked) at the total amount of \$65,053. As of May 31, 2013, the Subsidiary had not yet realized any revenues and did not incur any royalty liability.

In the nine months period ended May 31, 2013, the Company received \$12,320 from the Bio-Jerusalem fund.

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 2 - COMMITMENTS (continued):

h. Grants from the Office of the Chief Scientist ("OCS")

Under the terms of the Company's funding from the Israeli Government, royalties of 3%-3.5% are payable on sales of products developed from a project so funded, up to 100% of the amount of the grant received by the Company (dollar linked) with the addition of annual interest at a rate based on LIBOR.

At the time the grants were received, successful development of the related projects was not assured. In case of failure of a project that was partly financed as above, the Company is not obligated to pay any such royalties.

On May 31, 2013, the Subsidiary had not yet realized any revenues from the said project and did not incur any royalty liability. The total amount that was actually received through May 31, 2013 was \$1,332,374.

For the nine months period ended May 31, 2013, the research and development expenses are presented net of OCS and Bio-Jerusalem fund Grants, in the total amount of \$101,639.

NOTE 3 - FAIR VALUE:

Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, the guidance establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described as follows:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

As of May 31, 2013, the assets measured at fair value are comprised of available for sale securities (level 1 and level 3).

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible.

Available-for-sale securities are reported at fair value with unrealized gains and losses, recorded as a separate component of other comprehensive income in equity until realized. Unrealized losses that are considered to be other-than-temporary are charged to statement of comprehensive loss as an impairment charge and are included in the consolidated statement of comprehensive loss under impairment of available-for-sale securities.

F - 13

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 3 - FAIR VALUE (continued):

The Company considers available evidence in evaluating potential impairments of its investments, including the duration and extent to which fair value is less than cost, and the Company's ability and intent to hold the investment. Realized gains and losses on sales of the securities are included in the consolidated statement of comprehensive loss as financial income or expenses.

Marketable securities consist wholly of equity securities of D.N.A Biomedical Solutions Ltd. ("D.N.A"), which were received in March 2011 as part of the consideration for selling the Company's equity method investee Entera, and in October 2012, as an option to purchase ordinary shares of D.N.A with no additional costs in exchange for the Company's common stock (the "D.N.A Option"). The D.N.A Option was exercised by the Company in February 2013. Those securities are classified as available-for-sale and are recorded at fair value.

The shares received on March 2011 are traded on the Tel Aviv Stock Exchange ("TASE") and have a quoted price. The fair value of those securities is measured at the quoted prices of the securities in an active market on the measurement date.

The D.N.A shares that were received upon realizing the D.N.A Option are restricted for a period of 6 months from realization date according to TASE policy with regards to private placements. The fair value of the D.N.A Option is measured based on the quoted prices of the otherwise identical unrestricted securities, adjusted for the effect of the restriction by applying a proper discount. The discount was determined with reference to other similar restricted instruments, and will be decreased over the restriction period. Similar securities, with no restriction on tradability, are quoted on an active market.

Transfers in and/or out of Level 3 are recognized in the beginning of the reporting period.

Financial assets carried at fair value as of May 31, 2013 and August 31, 2012 are classified in the tables below in one of the three categories described above:

	Level 1	Level 3	Total
Marketable securities:			
May 31, 2013	\$ 113,920	\$ 689,452	\$ 803,372
August 31, 2012	\$ 200,311	-	\$ 200,311

The following table summarizes the activity for those financial assets where fair value measurements are estimated utilizing Level 3 inputs:

	Nine months ended May 31, 2013
Carrying value at the beginning of the period	\$ -
Additions	628,630
Changes in fair value	113,165
Reclassification adjustment for gains included in net loss	(52,343)

Carrying value at the end of the period	\$ 689,452
---	------------

As to financial liabilities carried at fair value, see note 5.

F - 14

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 4 - STOCK HOLDERS' EQUITY:

- a. In September 2012, the Company issued 5,652 shares of its common stock and 2,826 common stock purchase warrant to an investor, with whom the Company entered into Securities Purchase Agreement in August 2012 for the same investment terms as described in note 4b. below.
- b. Between September and November 2012, the Company entered into Securities Purchase Agreements with a number of investors for the sale of 329,832 units at a purchase price of \$4.44 per unit for total consideration of \$1,464,425. Each unit consisted of one share of the Company's common stock and one common stock purchase warrant. Each warrant entitles the holder to purchase 0.50 a share of common stock exercisable for five years at an exercise price of \$6.00 per share. The investors were granted customary registration rights with respect to resales of shares, including the shares underlying the warrants. In addition, one of the investors who was previously considered as a leading investor (the "Leading Investor"), who purchased 405,405 of the units, was granted the right to maintain its percentage of the shares of the Company's common stock outstanding by purchasing more shares whenever the Company proposes to issue certain additional shares to other investors. Such right only exists so long as such investor holds at least 5% of the Company's outstanding common stock. In addition, such investor's warrants contained anti-dilution protection (the "full ratchet anti-dilution protection") and cashless exercise provisions not contained in the other investors' warrants. The other terms of the Leading Investor's Securities Purchase Agreement were substantially the same as those granted to him in 2011 for his first investment. See also note 5.

As a finder's fee, in connection with the securities purchase agreements, the Company paid cash consideration of \$12,885, as well as issued 1,127 shares of the Company's common stock and 564 common stock purchase warrant for another individual. The Company also issued 12,745 shares of the Company's common stock and 6,373 common stock purchase warrant to a director as a finder's fee with respect to the Securities Purchase Agreements described above and to Securities Purchase Agreements to which the Company had entered into in August 2012.

- c. On October 30, 2012, the Company entered into a Securities Purchase Agreement with D.N.A, according to which, the Company issued on that day to D.N.A 199,172 shares of its common stock, in consideration for the option to purchase up to 21,637,611 ordinary shares of D.N.A, valued at approximately \$628,630 at the day of the transaction. The Company exercised the option in February 2013. As described in note 3, the Subsidiary had previously acquired 8,404,667 ordinary shares of D.N.A issued in March 2011. On February 14, 2013 the Subsidiary sold 3,500,000 of the D.N.A shares in a private transaction for a total of NIS 420,000 (or approximately \$114,130). On March 5, 2013 the Subsidiary sold additional 3,500,000 of the D.N.A shares in a private transaction for a total of NIS 420,000 (or approximately \$112,540). As of May 31, 2013 the Group own approximately 11.1% of D.N.A's outstanding ordinary shares.
- d. On January 10, 2013, the Company's board of directors approved a reverse stock split at a ratio of one-for-twelve, effective January 22, 2013, which decreased the number of common shares issued and outstanding as of January 23, 2013, from approximately 86.5 million shares to approximately 7.2 million shares and the number of authorized common shares from 200 million shares to approximately 16.7 million shares. All share and per share amounts included in the condensed consolidated financial statements have been adjusted retroactively to reflect the effects of the reverse stock split.

F - 15

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 5 - WARRANTS

As part of the Company's private placements, warrants were granted to the Leading Investor, as defined in note 4b. 182,292 warrants were granted in January 2011 (the "2011 Warrants"), 112,613 were granted in August 2012 and 16,892 were granted in November 2012 (together, the "Three Warrants"). Each warrant was granted for five years at an initial exercise price of \$6.00 per share. The warrants included a full ratchet anti-dilution protection from the second year anniversary date after issuing the warrant, subject to certain limitations and while the warrant was outstanding. In the event the Company was to issue or sell any common stock for a consideration per share lower than the exercise price then in effect, or was to issue or sell any options, warrants or other rights for the purchase or acquisition of such shares at a consideration per share of less than the exercise price then in effect, the warrants were to be amended to (a) reduce the exercise price to an amount equal to the per share consideration payable to the company in such sale or issuance, and (b) the quantity of warrants were to be updated, based on certain rules as determined in the Warrants Agreements with the Leading Investor.

As a result of a private placements in August 2012, and pursuant to adjustment terms of the 2011 Warrants, such warrant was amended to: (i) reduce the exercise price from \$6.00 to \$4.44, (ii) increase the number of shares issuable upon the exercise of the warrant from 182,292 to 246,341.

In addition, as a result of the agreement with D.N.A, as described in note 4c, and pursuant to adjustment terms of the 2011 Warrants, the Company further amended the 2011 Warrants by: (i) reducing the exercise price from \$4.44 to \$3.7656 and (ii) increasing the number of shares issuable upon the exercise of the 2011 Warrants from 246,341 to 290,459.

On November 29, 2012, the Company and the Leading Investor entered into a letter agreement (the "Agreement") in connection with the Three Warrants. Pursuant to the Agreement, the Company and the Leading Investor agreed to amend the Three Warrants to provide that the anti-dilution protection of each of the Three Warrants shall be removed in its entirety. In addition, as to the Warrants issued in August and November 2012, the parties agreed that the exercise price shall be reduced to \$3.7656. On that day, the Company also issued to the Leading Investor a Common Stock Purchase Warrant (the "New Warrant") pursuant to which, the Leading Investor shall have the right to purchase up to 137,311 shares of the common stock of the Company over a period of four years at an exercise price of \$7.20 per share. The fair value of the New Warrant on the date of grant, was \$145,173, using the following assumptions: dividend yield of 0% and expected term of 4 years; expected volatility of 62.29%; and risk-free interest rate of 0.57%.

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 5 - WARRANTS (continued):

The fair value of the warrants was determined by using Monte Carlo type model based on the risk neutral approach. The model takes as an input the estimated future dates when new capital will be raised, and builds a multi-step dynamic model. The first step is to model the risk neutral distribution of the share value on the new issue dates, then for each path to use the Black-Scholes model to estimate the value of the warrants on the last issue date including all the changes in exercise price and quantity along this path. The significant unobservable input used in the fair value measurement is the future expected issue dates. Significant delay in this input would result a higher fair value measurement.

In addition to the New Warrant, Nadav Kidron, the Company's President, Chief Executive Officer and director, in his personal capacity as a shareholder of the Company, undertook and agreed that following the execution and delivery of the Agreement, in the event that an adjustment pursuant to the anti-dilution protection of any of the Three Warrants (had it not been amended by the Agreement thereof) would have been triggered and the number of shares of common stock of the Company that the Leading Investor would have been able to purchase under the Three Warrants would have increased by an aggregate number in excess of 137,311 shares, then the Leading Investor shall have the right to purchase from Mr. Kidron such number of shares of common stock of the Company owned by Mr. Kidron equal to such excess, up to a maximum of 112,690 shares of common stock of the Company (the "Kidron Option"). The foregoing right shall survive until the termination of such Three Warrants. The fair value of the Kidron Option on the date of grant was \$168,220, based on the Monte Carlo type model that is described above, and was recognized as part of the stockholders equity.

Pursuant to the removal of the anti-dilution protection, the Three Warrants were no longer classified as liabilities. The Company recognized a financial expense in the amount of \$296,982 during the three months ended November 30, 2012.

Financial liabilities carried at fair value as of August 31, 2012, are classified in the tables below in one of the three fair value categories:

	Fair value measurements at reporting date using	
	Level 3	Total
Warrants - August 31, 2012	\$ 637,182	\$ 637,182

The following table summarizes the activity for those financial liabilities where fair value measurements are estimated utilizing Level 3 inputs:

	Nine months ended May 31, 2013
Carrying value at the beginning of the period	\$ 637,182
Additional warrant liabilities granted	28,344

Edgar Filing: ORAMED PHARMACEUTICALS INC. - Form 10-Q

Changes in fair value of warrant liabilities	(44,699)
Exchange of warrants	(620,827)
Carrying value at the end of the period	\$ -

F - 17

ORAMED PHARMACEUTICALS Inc.

(A development stage company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 6 - SUBSEQUENT EVENTS

On July 10, 2013, the Company entered into a Placement Agency Agreement with Aegis Capital Corp. as representative of the several placement agents (the "Placement Agents"), pursuant to which the Placement Agents agreed to use their reasonable best efforts to arrange for the sale of up to 658,144 shares of the Company's common stock. In connection therewith, on July 10, 2013, the Company also entered into a Securities Purchase Agreement, pursuant to which the Company agreed to sell an aggregate of 658,144 shares of common stock, at a price of \$7.00 per share, to various investors in a registered direct offering (the "Offering"). The Company had received all funds and issued all shares of common stock in connection with the Offering as of July 17, 2013. The net proceeds to the Company from the offering are approximately \$4,200,000, after deducting Placement Agents' commissions and offering expenses of the Company.

F - 18

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and the related notes included elsewhere herein and in our consolidated financial statements, accompanying notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Annual Report (as defined below).

Forward-Looking Statements

This Quarterly Report on Form 10-Q (including the section regarding Management's Discussion and Analysis of Financial Condition and Results of Operations) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws, regarding our business, clinical trials, financial condition, expenditures, results of operations and prospects. Words such as "expects," "anticipates," "intends," "plans," "planned expenditures," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements, but are not deemed to represent an all-inclusive means of identifying forward-looking statements as denoted in this Quarterly Report on Form 10-Q. Additionally, statements concerning future matters are forward-looking statements.

Although forward-looking statements in this Quarterly Report on Form 10-Q reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those specifically addressed under the heading "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended August 31, 2012, or our Annual Report, as filed with the Securities and Exchange Commission, or the SEC, on December 12, 2012, as amended on December 21, 2012, as well as those discussed elsewhere in our Annual Report and in this Quarterly Report on Form 10-Q. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by law, we undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Quarterly Report on Form 10-Q. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of this Quarterly Report on Form 10-Q which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

Overview of Operations

We are a pharmaceutical company currently engaged in the research and development of innovative pharmaceutical solutions, including an orally ingestible insulin capsule to be used for the treatment of individuals with diabetes, and the use of orally ingestible capsules or pills for delivery of other polypeptides.

Recent business developments and financing activities

In September 2012, we entered into a Master Services Agreement with Medpace, Inc., or Medpace, to retain Medpace as a contract research organization, or CRO, for our upcoming Phase 2 clinical trial for an oral insulin capsule that was expected to start in the first calendar quarter of 2013 in the United States. As consideration for its services, we will pay Medpace a total amount of approximately \$3,500,000 during the term of the engagement, based on the achievement of certain milestones. In March 2013, due to a request from the U.S. Food and Drug Administration, or FDA, for us to perform a sub study before proceeding with the Phase 2 clinical trial, we instructed Medpace to temporarily cease all work under the Master Services Agreement. We intend to resume the clinical trial at such time as we receive approval from the FDA.

In October 2012, we entered into a Securities Purchase Agreement with D.N.A Biomedical Solutions Ltd., or D.N.A, an Israeli company listed on the Tel Aviv Stock Exchange, according to which we issued to D.N.A 199,172 shares of our common stock in consideration for an option to purchase up to 21,637,611 ordinary shares of D.N.A, or the D.N.A Option. We had previously acquired 8,404,667 ordinary shares of D.N.A issued in March 2011. In February 2013, we exercised the D.N.A Option. In addition, in February and March 2013 we sold a total amount of 7,000,000 of our D.N.A ordinary shares, of which 5,250,000 ordinary shares were issued to us in March 2011 and 1,750,000 ordinary shares were issued to us in February 2013 upon our exercise of the D.N.A Option. The ordinary shares were sold in private transactions for a total of NIS 840,000 (or approximately \$226,670, based on the exchange rate between the NIS and the U.S. dollar, as quoted by the Bank of Israel on the dates of sale), before brokerage fees. The selling price per share in both transactions was below market price. As of July 16, 2013, we own approximately 11.1% of D.N.A's outstanding ordinary shares.

Between September and November 2012, we completed private placements pursuant to which we sold to certain investors an aggregate of 335,477 "units" at a purchase price of \$4.44 per unit for total consideration of \$1,489,518. Each unit consisted of one share of common stock and a five-year warrant to purchase 0.50 of a share of common stock at an exercise price of \$6.00 per share. In connection with such private placements, we paid cash compensation of \$12,885 as a finder's fee. We also issued 1,127 shares of common stock and warrants to purchase 564 shares of common stock as a finder's fee to a third-party in connection with the private placements and issued 12,745 shares of common stock and warrants to purchase 6,373 shares of common stock as a finder's fee to one of our directors, Leonard Sank.

In November 2012, we entered into a letter agreement, or the Agreement, with Regals Fund LP, or Regals, in connection with (1) the warrant originally issued in January 2011, as amended in August 2012 and November 2012, to purchase up to 290,459 shares of our common stock, (2) the warrant dated August 28, 2012, to purchase up to 112,613 shares of our common stock and (3) the warrant dated November 5, 2012, to purchase up to 16,892 shares of our common stock, or together, the Warrants. Pursuant to the Agreement, we and Regals agreed to amend the Warrants to provide that the anti-dilution protection of the Warrants shall be deleted in its entirety. In addition, as to the warrants issued in August and November 2012, the parties agreed to reduce the exercise price to \$3.7656 per share, the current exercise price per share of the warrants originally issued in January 2011. At such time, we also issued to Regals a warrant, or the New Warrant, pursuant to which Regals shall have the right to purchase up to 137,311 shares of our common stock over a period of four years at an exercise price of \$7.20 per share.

In connection with the New Warrant, Nadav Kidron, our President, Chief Executive Officer and a director, in his personal capacity as one of our shareholders, agreed that following the execution and delivery of the Agreement, in the event that an adjustment pursuant to the anti-dilution protection of the Warrants (had they not been amended by the Agreement) would have been triggered and the number of shares of our common stock that Regals would have been able to purchase under the Warrants would have increased by an aggregate number in excess of 137,311 common shares, then Regals shall have the right to purchase from Mr. Kidron such number of shares of our common stock owned by Mr. Kidron, up to a maximum of 112,690 shares of our common stock. This right shall survive until the termination of the Warrants.

In December 2012 and March 2013, we were issued patents by the South African and Japanese Patent Offices, respectively, which cover part of our technology with respect to the oral delivery of peptides.

In December 2012, we filed an Investigational New Drug, or IND, application with the FDA to begin a Phase 2 clinical trial of our orally ingested insulin capsule, in order to evaluate the safety, tolerability and efficacy of our oral insulin capsule on type 2 diabetic volunteers. We have been communicating with the FDA regarding such Phase 2b IND application, and, according to the FDA's request, are conducting a Phase 2a sub study before we may proceed with the Phase 2b clinical trial. We expect to begin the Phase 2b clinical trial in the second quarter of 2014.

In January 2013, we began a clinical trial for our oral exenatide capsule on healthy volunteers and type 2 diabetic patients. We expect to receive results from such trial in the third quarter of calendar year 2013.

In January 2013, we effected a reverse stock split of our shares of common stock at a ratio of one-for-twelve.

In February 2013, we commenced a first human clinical trial on healthy volunteers with our oral insulin capsule delivered in combination with our oral exenatide capsule.

In February 2013, our common stock began trading on The Nasdaq Capital Market under the symbol ORMP.

In April 2013, we filed a new IND application with the FDA for the above discussed sub study on our oral insulin capsule.

In May 2013, the FDA cleared the Phase 2a sub study IND application, which is an in-patient study with 30 individuals that began in July 2013, and is expected to be completed in the third quarter of 2013.

In July 2013, we entered into a Placement Agency Agreement with Aegis Capital Corp. as representative of the several placement agents, or the Placement Agents, pursuant to which the Placement Agents agreed to use their reasonable best efforts to arrange for the sale of up to 658,144 shares of our common stock. In connection therewith, on July 10, 2013, we also entered into a Securities Purchase Agreement, pursuant to which we agreed to sell an aggregate of 658,144 shares of common stock, at a price of \$7.00 per share, to various investors in a registered direct offering, or the Offering. We had received all funds and issued all shares of common stock in connection with the Offering as of July 17, 2013. Our aggregate net proceeds from the offering are approximately \$4,200,000, after deducting Placement Agents' commissions and offering expenses.

Results of Operations

Comparison of nine and three month periods ended May 31, 2013 and May 31, 2012

The following table summarizes certain statements of operations data for the Company for the nine and three month periods ended May 31, 2013 and May 31, 2012:

	Nine months ended		Three months ended	
	May 31, 2013	May 31, 2012	May 31, 2013	May 31, 2012
Research and development expenses	\$ 1,977,258	\$ 1,144,415	\$ 835,636	\$ 249,752
General and administrative expenses	1,349,081	802,273	499,034	290,668
Impairment of available for sale securities	-	43,111	-	-
Financial (income) expense, net	114,629	24,460	(78,329)	9,945
Net loss for the period	\$ 3,440,968	\$ 2,014,259	\$ 1,256,341	\$ 550,365

Research and development expenses

Research and development expenses include costs directly attributable to the conduct of research and development programs, including the cost of salaries, payroll taxes, employee benefits, costs of registered patents materials, supplies, the cost of services provided by outside contractors, including services related to our clinical trials, clinical trial expenses, the full cost of manufacturing drug for use in research, preclinical development. All costs associated with research and development are expensed as incurred.

Clinical trial costs are a significant component of research and development expenses and include costs associated with third-party contractors. We outsource a substantial portion of our clinical trial activities, utilizing external entities such as CROs, independent clinical investigators, and other third-party service providers to assist us with the execution of our clinical studies.

Clinical activities which relate principally to clinical sites and other administrative functions to manage our clinical trials are performed primarily by CROs. CROs typically perform most of the start-up activities for our trials, including document preparation, site identification, screening and preparation, pre-study visits, training, and program management.

Clinical trial and pre-clinical trial expenses include regulatory and scientific consultants' compensation and fees, research expenses, purchase of materials, cost of manufacturing of the oral insulin capsules, payments for patient recruitment and treatment, costs related to the maintenance of our registered patents, costs related to the filings of patent applications, as well as salaries and related expenses of research and development staff.

During the nine months ended May 31, 2013, research and development expenses totaled \$1,977,258, compared to \$1,144,415 for the nine months ended May 31, 2012. The increase is mainly attributable to the preparation for the FDA approved Phase 2a and Phase 2b clinical trials as well as to the increase in stock based compensation costs, which during the nine months ended May 31, 2013 totaled \$301,804, as compared to \$53,111 during the nine months ended May 31, 2012.

During the three months ended May 31, 2013, research and development expenses totaled \$835,636, compared to \$249,752 for the three months ended May 31, 2012. The increase in research and development expenses during the three months ended May 31, 2013, as compared to the three months ended May 31, 2012, is attributable to the same reasons discussed above.

Government grants

In May 2012, Oramed Ltd. was granted a third grant amounting to a total net amount of NIS 595,000 (approximately \$148,000) from the Office of the Chief Scientist of the Ministry of Industry, Trade and Labor of Israel, or OCS, which was designated for research and development expenses for the period of September 2012 to December 2012. In May 2013, Oramed Ltd. was granted a fourth grant amounting to a total net amount of NIS 975,000 (approximately \$265,000) from the OCS, which was designated for research and development expenses for the period of January 2013 to December 2013. We used, and are using with respect to the May 2013 grant, the funds to support further research and development and clinical studies of our oral insulin capsule and oral GLP-1 analog.

In the nine and three months ended May 31, 2013, we recognized research and development grants in an amount of \$89,319 and \$79,261, respectively, and in the nine and three months ended May 31, 2012, we recognized research and development grants in an amount of \$263,463 and \$206,425, respectively. As of May 31, 2013, we had no contingent liabilities to the OCS.

Grants from the Bio-Jerusalem fund

We are committed to pay royalties to the Bio-Jerusalem fund on proceeds from future sales at a rate of 4% and up to 100% of the amount of the grant received by the Company (Israeli CPI linked) in the total amount of \$65,053. As of May 31, 2013, we had not yet realized any revenues since inception and thus did not incur any royalty liability to the Bio-Jerusalem fund.

For the nine month periods ended May 31, 2013 and May 31, 2012, we received \$12,320 and \$0, respectively, from the Bio-Jerusalem fund.

General and administrative expenses

General and administrative expenses include the salaries and related expenses of our management, consulting costs, legal and professional fees, traveling, business development costs, insurance expenses and other general costs.

For the nine months ended May 31, 2013, general and administrative expenses totaled \$1,349,081 compared to \$802,273 for the nine months ended May 31, 2012. The increase in costs incurred related to general and administrative activities during the nine months ended May 31, 2013, reflects an increase in stock based compensation costs, arising from options granted to employees and consultants, of \$224,619, as well as an increase in legal fees and consulting expenses. During the nine months ended May 31, 2013, as part of our general and administrative expenses, we incurred \$325,707 related to stock options granted to employees and consultants, as compared to \$101,088 during the nine months ended May 31, 2012.

For the three months ended May 31, 2013, general and administrative expenses totaled \$499,034 compared to \$290,668 for the three months ended May 31, 2012. The increase in general and administrative expenses during the three months ended May 31, 2013, as compared to the three months ended May 31, 2012, is mainly attributable to an increase in legal fees and accounting expenses.

Financial income/expense, net

Financial expenses for the nine months ended May 31, 2013 includes an expense of \$114,629 resulting mainly from the removal of the anti-dilution protections from warrant liabilities and the grant of new warrants.

In the nine months ended May 31, 2013, we incurred income from exchange rate differences resulting from the decrease in the exchange rate between the NIS and the dollar during the period and its effect on our NIS linked bank deposits, as well as interest income on available cash and cash equivalents that were partially offset by bank charges. In the nine months ended May 31, 2013, we received a higher amount of interest income on available cash and cash equivalents, as compared to the nine months ended May 31, 2012, which was offset by bank charges.

During the three months ended May 31, 2013, financial income totaled \$78,329, compared to financial expenses of \$9,945 for the three months ended May 31, 2012. Financial income during the three months ended May 31, 2013, as compared to the three months ended May 31, 2012, is attributable to the same reasons discussed above.

Other comprehensive income

Subsequent increase in the fair value of available for sale securities previously written down as impaired for the nine months ended May 31, 2013 of \$84,010 resulted from the increase in fair value of our D.N.A ordinary shares, at the amount of the impairment that was recognized in previous periods. Reclassification adjustment for gains included in net loss for the nine months ended May 31, 2013 of \$69,178, resulted from the sale of 7,000,000 of our D.N.A ordinary shares in February and March 2013. Unrealized gain on available for sale securities for the nine months ended May 31, 2013 of \$117,092, resulted from the increase in fair value of our D.N.A ordinary shares.

Reclassification adjustment for gains included in net loss and unrealized gain on available for sale securities for the three months ended May 31, 2013, resulted from the same reasons discussed above.

Impairment of available for sale securities for the nine months ended May 31, 2012 of \$43,111 resulted from the decrease in fair value of our D.N.A ordinary shares.

Liquidity and capital resources

From inception through May 31, 2013, we incurred losses in an aggregate amount of \$21,332,745. We have financed our operations through the private placements of equity financing, raising a total of \$16,595,571, net of transaction costs. We will seek to obtain additional financing through similar sources, or public offerings, in the future as needed. As of May 31, 2013, we had \$1,104,897 of available cash, \$2,323,947 of short term bank deposits and \$803,372 of marketable securities. Marketable securities are presented at fair value and their realization is subject to certain limitations if sold through the market, and are exposed to market risk. There is no assurance that at the time of sale of the marketable securities the price per share will be the same or higher, nor that we will be able to sell all of the securities at once given the volume of securities we hold. We anticipate that we will require approximately \$5.2 million to finance our activities during the 12 months following May 31, 2013.

In July 2013, we entered into a Placement Agency Agreement with Aegis Capital Corp. as representative of the several placement agents, or the Placement Agents, pursuant to which the Placement Agents agreed to use their reasonable best efforts to arrange for the sale of up to 658,144 shares of our common stock. In connection therewith, on July 10, 2013, we also entered into a Securities Purchase Agreement, pursuant to which we agreed to sell an aggregate of 658,144 shares of common stock, at a price of \$7.00 per share, to various investors in a registered direct offering, or the Offering. We had received all funds and issued all shares of common stock in connection with the Offering as of July 17, 2013. Our aggregate net proceeds from the offering are approximately \$4,200,000, after deducting Placement Agents' commissions and offering expenses.

Management is in the process of evaluating various additional financing alternatives, as we will need to finance future research and development activities and general and administrative expenses through fund raising in the public or private equity markets. Although there is no assurance that we will be successful with those initiatives, management believes that it will be able to secure the necessary financing as a result of ongoing financing discussions with third party investors and existing stockholders as well as through additional funding from the OCS.

During the nine month period ended May 31, 2013, cash and cash equivalents decreased to \$1,104,897 from the \$4,430,740 reported as of August 31, 2012, which is due to the reasons described below.

Operating activities used cash of \$3,115,165 in the nine months ended May 31, 2013, as compared to \$1,959,262 used in the nine months ended May 31, 2012. Cash used for operating activities in the nine months ended May 31, 2013 primarily consisted of net loss resulting from research and development and general and administrative expenses, partially offset by stock based compensation adjustments and exchange of warrants, while cash used by operating activities in the nine months ended May 31, 2012 primarily consisted of net loss resulting from research and development and general and administrative expenses.

During the nine month period ended May 31, 2013, of the \$89,319 in OCS grants we recognized during such period, we received none towards our research and development expenses, while in the nine months ended May 31, 2012, we received \$158,672 towards our research and development expenses. The amounts that were recognized but not received during the nine months ended May 31, 2013 are expected to be received from the OCS following the submission of periodic and final reports by Oramed Ltd., and their examination by the OCS. The OCS has supported our activity in the past three years.

Investing activities used cash of \$1,643,828 in the nine months ended May 31, 2013, as compared to \$1,745,762 that was provided in the nine months ended May 31, 2012. Cash used in investing activities in the nine months ended May 31, 2013 consisted primarily of acquisition of short-term bank deposits. Cash provided by investing activities in the nine months ended May 31, 2012 consisted primarily of proceeds from the sale of our investment in Entera Bio Ltd.

Financing activities provided cash of \$1,450,936 in the nine months ended May 31, 2013, as compared to \$0 for the nine months ended May 31, 2012. Cash provided by financing activities during the nine months ended May 31, 2013 consisted of proceeds from our issuance of common stock and warrants as further discussed above under “Overview of Operations—Recent business developments and financing activities”.

Off-balance sheet arrangements

As of May 31, 2013, we had no off balance sheet arrangements that have had or that we expect would be reasonably likely to have a future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Planned Expenditures

The estimated expenses referenced herein are in accordance with our business plan. Since our technology is still in the development stage, it can be expected that there will be changes in some budgetary items. Our planned expenditures for the twelve months beginning June 1, 2013 are as follows:

Category	Amount
Research and development, net of OCS funds	\$3,592,000
General and administrative expenses	1,628,000
Total	\$5,220,000

As indicated above, in December 2012 and April 2013, we filed IND applications with the FDA for our orally ingested insulin and we are conducting, or planning to conduct, further clinical studies with our exenatide capsule and the combination therapy, respectively, and others. Our ability to complete these expected activities is dependent on several major factors including the ability to attract sufficient financing on terms acceptable to us and receiving additional grants from the OCS.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 4 - CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of May 31, 2013. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended May 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 5 – OTHER INFORMATION

On July 17, 2013, the Compensation Committee of our Board of Directors approved base salaries, effective on July 1, 2013, for each of our named executive officers (as defined in Item 402(m)(2) of Regulation S-K promulgated by the Securities and Exchange Commission) in the amounts, set forth below.

Name and Principal Position	Base Salary
Nadav Kidron President and CEO and director	\$ 250,000
Miriam Kidron Chief Medical and Technology Officer and director	\$ 200,000
Yifat Zommer CFO, Treasurer and Secretary	\$ 150,000

The Compensation Committee also approved the use of a company car by each of Mr. Kidron and Ms. Kidron, in addition to their respective base salaries, pursuant to the Consulting Agreement by and between Oramed Ltd., our wholly-owned Israeli subsidiary, and KNRV, Ltd., entered into as of July 1, 2008 for the services of Mr. Kidron, previously filed as an exhibit to our current report on Form 8-K filed on July 2, 2008, and the Consulting Agreement by and between Oramed Ltd. and KNRV, Ltd., entered into as of July 1, 2008 for the services of Ms. Kidron, previously filed as an exhibit to our current report on Form 8-K filed on July 2, 2008, in each case as amended to date.

As approved by the Compensation Committee, Ms. Zommer's base salary includes the use of a company car pursuant to the Employment Agreement dated as of April 19, 2009, by and between Oramed Ltd. and Ms. Zommer, previously filed as an exhibit to our current report on Form 8-K filed on April 22, 2009, as amended to date.

In addition, the Compensation Committee also approved a cash bonuses to Mr. Kidron and Ms. Kidron in the amount of \$60,000 and \$20,000, respectively.

The amounts payable to each of the named executive officers will be paid in Israeli new shekels at an exchange rate of NIS 3.6 to \$1.

ITEM 6 - EXHIBITS

Number	Exhibit
10.1	Employment Agreement, dated April 14, 2013, between Oramed Ltd. and Joshua Hexter. (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed April 16, 2013, File No. 000-50298).
31.1 *	Certification Statement of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
31.2 *	Certification Statement of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
32.1 **	Certification Statement of Principal Executive Officer pursuant to 18 U.S.C. Section 1350.
32.2 **	Certification Statement of Principal Financial Officer pursuant to 18 U.S.C. Section 1350.
101.1 **	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2013, formatted in XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Comprehensive Loss, (iii) Condensed Consolidated Statements of Changes in Stockholders' Equity, (iv) Condensed Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and in detail.

*

Filed herewith

**

Furnished herewith

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 thereunto duly authorized.

ORAMED PHARMACEUTICALS
INC.

Date: July 17, 2013

By: /s/ Nadav Kidron
Nadav Kidron
President and Chief
Executive Officer

Date: July 17, 2013

By: /s/ Yifat Zommer
Yifat Zommer
Chief Financial Officer
(principal financial and
accounting officer)