

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

---

**Dermata Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**86-3218736**  
(I.R.S. Employer  
Identification Number)

**3525 Del Mar Heights Rd., #322**  
**San Diego, CA 92130**  
**(858) 800-2543**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

---

**Gerald T. Proehl**  
**President and Chief Executive Officer**  
**3525 Del Mar Heights Rd., #322**  
**San Diego, CA 92130**  
**(858) 800-2543**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

*Copies to:*

**Michael J. Lerner**  
**Steven M. Skolnick**  
**Lowenstein Sandler LLP**  
**1251 Avenue of the Americas**  
**New York, New York 10020**  
**(212) 262-6700**

**Barry Grossman**  
**Sarah E. Williams**  
**Matthew Bernstein**  
**Ellenoff Grossman & Schole LLP**  
**1345 Avenue of the Americas**  
**New York, New York 10105**  
**(212) 370-1300**

**Approximate date of commencement of proposed sale to public:**

**As soon as practicable after this Registration Statement is declared 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.  333-256997

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, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee (6)
Units consisting of:		
(i) Common Stock, \$0.0001 par value per share(3)	\$3,450,000	\$376.40
(ii) Warrants to purchase Common Stock(4)	—	—
Common Stock issuable upon exercise of the Warrants(5)	\$3,450,000	\$376.40
Underwriter's warrant	—	—
Common Stock underlying underwriters' warrant(5)	\$198,375	\$21.64
<b>Total</b>	<b>\$7,098,375</b>	<b>\$744.44</b>

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-256997).
- (2) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement shall be deemed to cover the additional securities (i) to be offered or issued in connection with any provision of any securities purported to be registered hereby to be offered pursuant to terms which provide for a change in the amount of securities being offered or issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions and (ii) of the same class as the securities covered by this registration statement issued or issuable prior to completion of the distribution of the securities covered by this registration statement as a result of a split of, or a stock dividend on, the registered securities.
- (3) Includes shares of common stock which may be issued on exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.
- (4) No separate registration fee required pursuant to Rule 457(g) under the Securities Act.
- (5) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(g) under the Securities Act. We have calculated the proposed maximum aggregate offering price of the common stock underlying the underwriters' warrants by assuming that such warrants are exercisable at a price per share equal to 115% of the price per share sold in this offering.
- (6) The Registrant previously paid filing fees of \$3,872.17 in connection with previous filings of its Registration Statement on Form S-1, as amended (File No. 333-256997).

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

---

**EXPLANATORY NOTE AND INCORPORATION OF**

**CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Dermata Therapeutics, Inc. (the “Registrant”). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant’s Registration Statement on [Form S-1](#) (File No. 333-256997), originally filed with the Commission on June 10, 2021, as amended (together with its exhibits, the “Prior Registration Statement”), which was declared effective by the Commission on August 12, 2021. The Company is filing this registration statement for the purpose of registering \$3,450,000 worth of additional units, with each consisting of one share of common stock, \$0.0001 par value per share, and one warrant to purchase one share of common stock of the Company, including \$450,000 worth of units that may be purchased by the underwriters to cover over-allotments, if any. The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b><u>Description</u></b>
5.1	<a href="#"><u>Opinion of Lowenstein Sandler LLP</u></a>
23.1	<a href="#"><u>Consent of Mayer Hoffman McCann, P.C., Independent Registered Public Accounting Firm</u></a>
23.2	<a href="#"><u>Consent of Lowenstein Sandler LLP (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (incorporated by reference to the signature page to the Registrant's Registration Statement on FormS-1 (Registration No. 333-256997))</u></a>

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, California, on the 12th day of August, 2021.

**Dermata Therapeutics, Inc.**

By: /s/ Gerald T. Proehl  
Name: Gerald T. Proehl  
Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerald T. Proehl</u> Gerald T. Proehl	Chief Executive Officer, Chairman (Principal Executive Officer)	August 12, 2021
<u>/s/ Thomas Insley</u> Thomas Insley	Chief Financial Officer (Principal Financial and Accounting Officer)	August 12, 2021
<u>*</u> David Hale	Lead Director	August 12, 2021
<u>*</u> Wendell Wierenga, Ph.D.	Director	August 12, 2021
<u>*By: /s/ Gerald T. Proehl</u> Gerald T. Proehl, Attorney-in-Fact		

August 12, 2021

Dermata Therapeutics, Inc.  
3525 Del Mar Heights, Rd., #322  
San Diego, CA 92130

Ladies and Gentlemen:

We have acted as counsel for Dermata Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-1 (the "Registration Statement") filed by the Company pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of \$3,450,000 worth of shares of common stock, par value \$0.0001 per share, of the Company (the "Common Stock"), and warrants (each a "Warrant," and each share of Common Stock underlying a Warrant, a "Warrant Share") to purchase up to \$3,450,000 worth of shares of Common Stock, including securities that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters and underwriter warrants (each an "Underwriter Warrant," and each share of Common Stock underlying an Underwriter Warrant, an "Underwriter Warrant Share") to purchase up to \$198,375 worth of shares of Common Stock as contemplated pursuant to the Registration Statement. The Registration Statement incorporates by reference the registration statement on form S-1 (File No. 333- 256997), which was declared effective on August 12, 2021 (the "Prior Registration Statement"), including a related prospectus filed with the Registration Statement (the "Prospectus"), by the Securities and Exchange Commission (the "Commission"). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission.

In connection with this opinion, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Company's Certificate of Incorporation and Bylaws, as currently in effect, (ii) the form of the Amended and Restated Certificate of Incorporation, filed as Exhibit 3.2 to the Registration Statement and the form of Amended and Restated Bylaws, filed as Exhibit 3.4 to the Registration Statement, each of which will be in effect upon closing of the offering contemplated by the Registration Statement, (iii) the Registration Statement and related Prospectus, (iv) the form of Underwriting Agreement, (v) the form of Warrant, (vi) the form of Warrant Agency Agreement, (vii) the form of Underwriter Warrant, (viii) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials or of officers and representatives of the Company, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to certain questions of fact material to this opinion, we have relied upon certificates or comparable documents of officers and representatives of the Company and have not sought to independently verify such facts.

Based on the foregoing, and subject to the assumptions, limitations and qualifications stated herein, we are of the opinion that (i) the Shares, when issued and sold as contemplated in the Registration Statement and the related Prospectus, and upon payment and delivery in accordance with the Underwriting Agreement, will be validly issued, fully paid and non-assessable, (ii) the Warrants have been duly and validly authorized and when issued and sold in accordance with the terms and conditions of the Underwriting Agreement, such Warrants will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors' rights and to general equitable principles. (iii) the Warrant Shares, when issued, sold and paid for in accordance with the terms of the Warrants, will be validly issued, fully paid and non-assessable, (iv) the Underwriter Warrants have been duly and validly authorized and when issued and sold in accordance with the terms and conditions of the Underwriting Agreement, such Underwriter Warrants will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors' rights and to general equitable principles, and (v) the Underwriter Warrant Shares, when issued, sold and paid for in accordance with the terms of the Underwriter Warrants, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (including reported judicial decisions interpreting the General Corporation Law of the State of Delaware) and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

---

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus which is a part of the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Lowenstein Sandler LLP  
Lowenstein Sandler LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 to be filed on or about August 12, 2021 of our report dated April 2, 2021 (except for the effects of the reverse stock split described in Note 3 and the subsequent events described in Note 13 as to which the date is July 9, 2021), with respect to the financial statements of Dermata Therapeutics, Inc. as of December 31, 2020 and 2019, and for the years then ended (which includes an explanatory paragraph related to the existence of substantial doubt about the Company's ability to continue as a going concern), and to the reference to us under the heading "Experts" included in the Registration Statement and accompanying prospectus on Form S-1 (File No. 333-256997), as amended.

/s/ Mayer Hoffman McCann P.C.

San Diego, California  
August 12, 2021