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

**POST EFFECTIVE AMENDMENT NO. 1
TO
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
Gerald T. Proehl**

(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.**

**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.

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. 333-256997

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

Non-accelerated filer

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.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 of Dermata Therapeutics, Inc. (the "Company"), as originally declared effective by the Securities and Exchange Commission (the "SEC") on August 12, 2021, is being filed for the sole purpose of filing Exhibit 5.1 as part of the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below. This Registration Statement shall become effective upon filing with the SEC in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits

The following exhibits are being filed with this Registration Statement:

<u>Exhibits:</u>	<u>Description</u>
5.1	Legal opinion of Lowenstein Sandler LLP

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 13th 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 (Principal Executive Officer) and Chairman	August 13, 2021
<u>/s/ Thomas Insley</u> Thomas Insley	Chief Financial Officer	August 13, 2021
<u>/s/ David Hale</u> David Hale	Lead Director	August 13, 2021
<u>/s/ Wendell Wierenga</u> Wendell Wierenga	Director	August 13, 2021
<u>/s/ Mary Fisher</u> Mary Fisher	Director	August 13, 2021
<u>/s/ Andrew Sandler, M.D.</u> Andrew Sandler, M.D.	Director	August 13, 2021
<u>/s/ Steven J. Mento, Ph.D.</u> Steven J. Mento, Ph.D.	Director	August 13, 2021
<u>/s/ Kathleen Scott</u> Kathleen Scott	Director	August 13, 2021

August 13, 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 (File No. 333-256997), and the related Registration Statement on Form S-1 filed pursuant to Rule 462(b) (File No. 333-258772) (collectively, the "Registration Statement"), including a related prospectus filed with the Registration Statement (the "Prospectus"), with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act") covering an underwritten public offering of (i) 2,957,142 shares (the "Shares") of common stock par value \$0.0001 per share (the "Common Stock"), including 385,714 Shares that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters, (ii) warrants to purchase 2,957,142 shares of Common Stock (each a "Warrant," and each share of Common Stock underlying a Warrant, a "Warrant Share"), including Warrants to purchase 385,714 shares of Common Stock that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters and (iii) underwriter warrants (each an "Underwriter Warrant," and each share of Common Stock underlying an Underwriter Warrant, an "Underwriter Warrant Share") to purchase up to 147,857 shares of Common Stock as contemplated pursuant to the Registration Statement. The Shares, the Warrant, and the Underwriter Warrants are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into between the Company and the underwriters named therein. 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 opinions expressed herein are 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, with respect to the enforceability of the Warrants and the Underwriter Warrants, the laws of the State of New York, 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