

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

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

ContraVir Pharmaceuticals, 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)

46-2783806
(I.R.S. Employer
Identification Number)

399 Thornall Street, First Floor
Edison, NJ 08837
(732) 902-4000
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Robert Foster
Chief Executive Officer
ContraVir Pharmaceuticals, Inc.
399 Thornall Street, First Floor
Edison, NJ 08837
(732) 902-4000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jeffrey J. Fessler, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112
Tel.: (212) 634-3067

Charles Phillips, Esq.
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 the public: As soon as practicable after the effective date hereof.

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 earliest 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 earliest effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

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

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
Class A Units consisting of (3):	\$ 2,500,000	\$ 303
(i) Common Stock, par value \$0.0001 per share		
(ii) Warrants to purchase Common Stock (4)		
Class B Units consisting of (3):	\$ 2,500,000	\$ 303
(i) Series D Convertible Preferred Stock, par value \$0.0001 per share		
(ii) Warrants to purchase Common Stock (4)		
(iii) Common Stock issuable upon conversion of the Series D Convertible Preferred Stock (4)		
Common Stock issuable upon exercise of warrants (3)	\$ 5,000,000	\$ 606
Placement Agent warrants to purchase Common Stock(4)		
Common Stock issuable upon exercise of placement agent warrants	\$ 200,000	\$ 25
Total	\$ 10,200,000	\$ 1,237

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

(2) Pursuant to Rule 416, the securities being registered hereunder include such indeterminate number of additional securities as may be issued after the date hereof as a result of stock

splits, stock dividends or similar transactions.

- (3) The proposed maximum aggregate offering price of the Class A Units proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Class B Units offered and sold in the offering, and as such the proposed maximum aggregate offering price of the Class A Units and Class B Units (including the common stock issuable upon exercise of the warrants included in the Class B Units), if any, is \$2,500,000.
- (4) No fee pursuant to Rule 457(i) under the Securities Act of 1933, as amended.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

[Table of Contents](#)

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY
PROSPECTUS

SUBJECT TO COMPLETION

DATED JANUARY 29, 2019

[] Class B Units Consisting of Series D Convertible Preferred Stock and Warrants (and [] shares of Common Stock underlying shares of Series D Convertible Preferred Stock and [] shares of Common Stock underlying Warrants)



We are offering [] Class A Units consisting of one share of our common stock and [] warrants to purchase one share of our common stock, at an exercise price equal to [] (% of the public offering price of the Class A Units per share of common stock), which warrants will be exercisable upon issuance and will expire [] years from the date of issuance. The shares of common stock and warrants that are part of a Class A Unit are immediately separable and will be issued separately in this offering.

We are also offering to those purchasers, if any, whose purchase of Class A Units in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% of our outstanding common stock immediately following the consummation of this offering, the opportunity, in lieu of purchasing Class A Units, to purchase Class B Units. Each Class B Unit will consist of one share of our newly designated Series D Convertible Preferred Stock ("Series D Preferred") with a stated value of \$1,000 and convertible into shares of our common stock at the public offering price of the Class A Units, together with the equivalent number of warrants as would have been issued to such purchaser of Class B Units if they had purchased Class A Units. For each Class B Unit we sell, the number of Class A Units we are offering will be decreased by \$1,000 divided by the Class A Unit public offering price. Because we will issue a common stock purchase warrant as part of each Class A Unit or Class B Unit, the number of warrants sold in this offering will not change as a result of a change in the mix of the Class A Units and Class B Units sold. The shares of Series D Preferred and warrants that are part of a Class B Unit are immediately separable and will be issued separately in this offering. We are also offering the shares of common stock issuable upon exercise of the warrants and conversion of the Series D Preferred.

The number of shares of our common stock outstanding after this offering will fluctuate depending on how many Class B Units are sold in this offering and whether and to what extent holders of Series D Preferred shares convert their shares to common stock.

Our common stock is listed on the Nasdaq Capital Market under the symbol "CTRV." On January 28, 2019, the last reported sale price of our common stock on the Nasdaq Capital Market was \$0.32.

The final public offering price per Class A Unit will be determined through negotiation between us and the placement agents in this offering and will take into account the recent market price of our common stock, the general condition of the securities market at the time of this offering, the history of, and the prospects for, the industry in which we compete, and our past and present operations and our prospects for future revenues. The recent market price used throughout this prospectus may not be indicative of the public offering price per Class A Unit. The public offering price of the Class B Units will be \$1,000 per unit.

Assuming an offering price of \$[] per Class A Unit, the Series D Preferred included in the Class B Units will be convertible into an aggregate total of [] shares of common stock and the warrants included in the Class B Units will be exercisable for an aggregate total of [] shares of common stock.

There is no established trading market for the warrants or the Series D Preferred, and we do not expect an active trading market to develop. We do not intend to list the warrants or the Series D Preferred on any securities exchange or other trading market. Without an active trading market, the liquidity of the warrants and the Series D Preferred will be limited.

Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described under the heading "Risk Factors" beginning on page 9 of this prospectus, and under similar headings in any amendments or supplements to this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Class A Unit	Per Class B Unit	Total
Public offering price	\$	\$	\$
Placement agent fees and expenses(1)	\$	\$	\$
Proceeds to us, before expenses	\$	\$	\$

(1)Please refer to “Plan of Distribution” beginning on page 24 of this prospectus for additional information regarding placement agent compensation.

We have retained Roth Capital Partners as our lead placement agent and CIM Securities, LLC as co-placement agent to use their reasonable best efforts to solicit offers to purchase the securities in this offering. The placement agents have no obligation to buy any of the securities from us or to arrange for the purchase or sale of any specific number or dollar amount of the securities. Because there is no minimum offering amount required as a condition to closing in this offering, the actual public offering amount, placement agent fees, and proceeds to us, if any, are not presently determinable and may be substantially less than the total maximum offering amounts set forth above.

The placement agents expect to deliver the securities to purchasers in the offering on or about _____, 2019.

Lead Placement Agent
Roth Capital Partners

Co-Placement Agent
CIM Securities, LLC

The date of this prospectus is _____, 2019.

TABLE OF CONTENTS

	<u>Page</u>
About this Prospectus	
Prospectus Summary	1
The Offering	6
Risk Factors	9
Cautionary Note Regarding Forward-Looking Statements	11
Use of Proceeds	13
Dilution	14
Capitalization	16
Description of Securities We Are Offering	18
Plan of Distribution	24
Legal Matters	26
Experts	26
Where You Can Find More Information	26
Incorporation of Certain Documents by Reference	27

You should rely only on the information contained in this prospectus or in any amended prospectus that we may authorize to be delivered or made available to you. We and the placement agents have not authorized anyone to provide you with different information. We are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where such offers and sales are permitted. The information in this prospectus is accurate only as of the date of the circular, regardless of the time of its delivery or any sale of shares of our common stock.

Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of the shares of our common stock and the distribution of the prospectus outside the United States. See “Plan of Distribution.”

ABOUT THIS PROSPECTUS

In this prospectus, “ContraVir,” “the Company,” “we,” “us,” and “our” refer to ContraVir Pharmaceuticals, Inc., a Delaware corporation, and its subsidiaries, unless the context otherwise requires.

This prospectus describes the specific details regarding this offering and the terms and conditions of the common stock being offered hereby and the risks of investing in our common stock. You should read this prospectus, any free writing prospectus and the additional information about us described in the section entitled “*Where You Can Find More Information*” before making your investment decision.

Neither we, nor any of our officers, directors, agents or representatives or placement agents, make any representation to you about the legality of an investment in our common stock. You should not interpret the contents of this prospectus or any free writing prospectus to be legal, business, investment or tax advice. You should consult with your own advisors for that type of advice and consult with them about the legal, tax, business, financial and other issues that you should consider before investing in our common stock.

PROSPECTUS SUMMARY

This summary highlights certain information appearing elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in our common shares. You should read this entire prospectus carefully, especially the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” sections of this prospectus before making an investment decision. References in this prospectus to “we,” “us,” “our” and “Company” refer to ContraVir Pharmaceuticals, Inc.

Business Overview

We are a biopharmaceutical company headquartered in Edison, New Jersey. We are focused on the development of targeted therapies for liver disease arising from chronic hepatitis B, C and D virus (HBV, HVC, HDV), non-alcoholic steatohepatitis (NASH), fibrosis, and liver cancer.

Up to 25% of people with chronic hepatitis B virus (HBV) infection die prematurely from liver failure, cirrhosis, or liver cancer. Further, HBV-related end-stage liver disease or hepatocellular carcinoma (HCC) account for almost 1 million deaths per year and approximately 5-10% of liver transplant cases. The cumulative sales in the US, EU Five, and Japan is expected to exceed \$200 billion over the next 20 years. HCC is the fifth most common cancer in men and the seventh most common cancer in women. The five-year survival of HCC patients is only about 10%.

We are developing two novel anti-HBV compounds with complementary modes of action. The first, ‘TXL’, is most advanced clinically and is a nucleotide pro-drug of tenofovir that inhibits viral replication. The second drug candidate, ‘CRV431’ complements the actions of TXL. Taken together, both can reduce the negative impact of the virus on human health. To date, *in vitro* and/or *in vivo* studies have demonstrated reductions in HBV DNA, HBsAg, HBeAg, inhibition of virus uptake (NTCP transport inhibition), and stimulation of innate immunity. Importantly, *in vivo* studies in a NASH model of fibrosis and HCC have repeatedly demonstrated CRV431 reduces fibrosis scores and overall liver tumor burden. Hence, CRV431 is a pleiotropic molecule that may not only treat liver disease, but may also serve to reduce important risk factors (e.g., HBV) for developing the disease.

CRV431

CRV431 is a novel drug candidate designed to target a class of proteins called cyclophilins, of which there are many types. Cyclophilins play a role in health and in the pathogenesis of certain diseases, and are known as peptidyl prolyl isomerases. The isomerase activity plays an important role in a number of biological processes including, for example, folding of proteins to confer certain 3-dimensional configurations. Additionally, specific host cyclophilins (e.g., cyclophilin A, B, C, D) play a role in the pathogenesis of many diseases, including liver disease and viral hepatitis.

Cyclophilins are pleiotropic enzymes that play a role in injury and steatosis through mechanisms including cell death occurring through mitochondrial pore permeability (cyclophilin D). Inhibition of cyclophilin D, therefore, may play an important role in protection from cell death. Cyclophilin A binding to CD147 is known to play a role in inflammation, cyclophilin B plays a role in fibrosis through collagen production, and cyclophilins also play a role in cirrhosis and cancer (e.g., cell proliferation and metastasis). Cyclophilin inhibition with CRV431, therefore, may play an important role in reducing liver disease.

[Table of Contents](#)

Important risk factors for development of liver disease include viral hepatitis (HBV, HCV, HDV), alcohol, and non-alcoholic fatty liver disease (NAFLD) and the more aggressive form of NASH. The life cycle of certain viruses, including for example, HBV, HIV, and hepatitis C virus (HCV) infections is dependent on host proteins (cyclophilins) for the role they play in the virus life cycle and propagation of the virus. CRV431 has been developed to inhibit the role of host cyclophilins and therefore interfere in the propagation of these viruses. CRV431 does not directly target the virus and, as such, should be less susceptible to drug resistance, borne from viral mutations.

Thus far, *in vitro* testing of CRV431 has been conducted in-house and in collaboration with external groups including for example, the Scripps Research Institute (Scripps). Data in various cell lines of either transfected or infected HBV demonstrates nanomolar efficacy (EC50 values) and micromolar toxicity (CC50 values). The selective index (SI), therefore, is wide and suggests that CRV431 presents a viable clinical drug candidate for the treatment of viral infections, including HBV. Additional testing in a transgenic mouse model of HBV indicated that CRV431 reduced HBV DNA in the liver. CRV431 is orally active and appears to be well tolerated.

On May 10, 2018, we submitted an Investigational New Drug Application (“IND”) to the U.S. Food and Drug Administration (“FDA”) to support initiation of our CRV431 HBV clinical development program in the United States and received approval in June 2018. We completed the first segment of our Phase 1 clinical activities for CRV431 in October 2018.

On October 18, 2018, we reached a major clinical milestone of positive data from a Phase I trial of CRV431 in humans. This achievement triggered the first milestone payment as stated in the Merger Agreement for the acquisition of Ciclofilin Pharmaceuticals, Inc. (Ciclofilin) in June 2016. In October 2018, we also paid a related milestone payment of \$1,000,000 to the Ciclofilin shareholders and issued 100,723 shares (approximately \$55,000 value on the date of issuance) of our common stock, representing 2.5% of our issued and outstanding common stock as of June, 2016.

TXL

TXL is a novel lipid acyclic nucleoside phosphonate that is designed to deliver high intracellular concentrations of the active antiviral agent tenofovir diphosphate. TXL’s novel structure results in decreased circulating levels of tenofovir (TFV), lowering systemic exposure and thereby reducing the potential for renal side effects. We have completed Phase 1 and Phase 2 clinical trials in healthy volunteers and HBV patients, demonstrating an efficacious agent with favorable safety and tolerability profile. We are continuing the development of TXL for the treatment of chronic Hepatitis B (HBV) infection.

In 2015, we licensed TXL from Chimerix in exchange for an upfront payment of 120,000 shares of our preferred stock, valued at \$1.2 million at the (time of the deal). A recently issued composition of matter patent for TXL provides intellectual property protection to at least 2031.

We completed a Phase 1b safety and pharmacokinetic study in 2016. Data from the Phase 1b study demonstrate that TXL was safe and well tolerated by healthy volunteers in all dosing groups. We also completed a Phase 2a multiple ascending dose proof of concept clinical trial. The study enrolled 62 treatment-naïve patients with chronic HBV infection and compared TXL to the standard dose of TDF. Data from the Phase 2a study demonstrated that TXL was safe and well tolerated by patients with chronic HBV infection in all dosing groups.

The data in the Phase 2a study demonstrated that doses of TXL from 50-mg to 100-mg resulted in comparable mean HBV viral load reductions to the 300-mg dose of TDF after 28 days of treatment. The data demonstrated that TXL at all doses tested, resulted in substantially lower systemic circulating levels of tenofovir in the blood compared to levels observed after dosing with TDF. These results demonstrate the potential for TXL to reduce the risk of bone and kidney-related toxicities associated with TDF.

[Table of Contents](#)

We submitted an IND to the FDA to support initiation of our HBV clinical development program in the United States and received a notice of approval in September 2017.

We conducted a safety study in patients with severe renal impairment during the fourth quarter of 2017. The study comprised 16 subjects including 8 healthy subjects with normal kidney functions and 8 subjects with severely impaired kidney function. Results from the study confirmed that TXL was safe and well tolerated in both patient groups. Importantly, the data showed that the blood concentrations of tenofovir (TFV) in severely renally-impaired subjects receiving 50 mg of TXL were similar to the TFV exposure levels observed after dosing of Viread 300 mg. These findings indicate that dosing strength adjustments of TXL is not warranted in patients with compromised renal function. Data from the study provided further support on the strong safety profile of TXL in patients with comorbidities. Additionally, we received approval for our Clinical Trial Application (“CTA”) in the United Kingdom.

The decision to develop TXL for Hepatitis B has been taken because we do not see a large opportunity to grow the HIV market with new compounds, even though TXL is more potent than tenofovir in vitro. We believe the Hepatitis B market is poised for exceptional growth. Our strategy is to develop TXL as the backbone therapy in future HBV combination therapies.

On January 8, 2018, we met with the FDA’s Division of Antiviral Products at the Center for Drug Evaluation and Research, to review and discuss the data generated for TXL to date, as well as the data package that would be required for the filing of an NDA and successful registration of TXL in the U.S. leveraging the 505(b)(2) regulatory pathway. The 505(b)(2) regulatory pathway allows us to rely upon FDA’s previous findings of safety and efficacy of an approved and marketed product to supplement its own safety and efficacy data, and may be considered in the review by the FDA of a future New Drug Application (NDA). On February 12, 2018, we received agreement from the FDA allowing us to utilize the 505(b)(2) regulatory pathway to streamline the development and registration of TXL B. On February 22, 2018, the FDA granted Orphan Drug Designation to TXL for the treatment of chronic hepatitis B infection in a pediatric patient population (0 to 11 years old).

We have made the decision to out-license/partner TXL, as TXL is in late-stage clinical trials which would consume many important company resources. Importantly, we are aligning our programs to address the broader needs of treating liver diseases including NASH, fibrosis, and HCC while also addressing an important risk factor for the development of such diseases (i.e., HBV infection). For this reason, we will focus resources and development programs on further advancing CRV431 while seeking partnership opportunities for TXL.

Risks Associated with our Business

Our business is subject to numerous risks and uncertainties, including those highlighted and incorporated by reference in the section entitled “Risk Factors” immediately following this prospectus summary. These risks include, but are not limited to, the following:

- We have incurred losses since inception, anticipate that we will incur continued losses for the foreseeable future and our independent registered public accounting firm’s report, incorporated by reference herein, includes an explanatory paragraph that expresses substantial doubt about our ability to continue as a going concern, indicating the possibility that we may not be able to operate in the future.
- We will require substantial additional funding which may not be available to us on acceptable terms, or at all. If we fail to raise the necessary additional capital, we may be unable to complete the development and commercialization of our product candidates, or continue our development programs.
- If we fail to comply with the continued minimum closing bid requirements of the Nasdaq Capital Market LLC (“Nasdaq”) or other requirements for continued listing, our common stock may be delisted and the price of our common stock and our ability to access the capital markets could be negatively impacted. On August 29, 2018, we received a written

[Table of Contents](#)

notice from the NASDAQ Stock Market LLC (“NASDAQ”) that the we are not in compliance with NASDAQ Listing Rule 5550(a)(2), as the minimum bid price of our common stock had been below \$1.00 per share for 30 consecutive business days. In accordance with NASDAQ Listing Rule 5810(c)(3)(A), we initially have a period of 180 calendar days, or until February 25, 2019, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of the Company’s common stock must meet or exceed \$1.00 per share for at least ten consecutive business days during this 180 calendar day period. We may be eligible for an additional 180 calendar day grace period from NASDAQ.

- Our product candidates TXL and CRV431 are in the early stages of clinical development and their commercial viability remains subject to the successful outcome of current and future clinical trials, regulatory approvals and the risks generally inherent in the development of pharmaceutical product candidates. If we are unable to successfully advance or develop or partner our product candidates, we may be delayed or precluded further development or regulatory approval.
- Our product candidates may exhibit undesirable side effects when used alone or in combination with other approved pharmaceutical products or investigational new drugs, which may delay or preclude further development or regulatory approval, or limit their use if approved.
- If the results of preclinical studies or clinical trials for our product candidates, including those that are subject to existing or future license or collaboration agreements, are unfavorable or delayed, we could be delayed or precluded from the further development or commercialization of our product candidates, which could materially harm our business.
- Clinical trials involve a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results.
- The regulatory approval processes of the FDA and comparable foreign authorities are lengthy, time consuming and inherently unpredictable, and if we are ultimately unable to obtain regulatory approval for our product candidates, our business will be substantially harmed.
- We currently have no sales and marketing organization. If we are unable to establish a direct sales force in the United States to promote our products, the commercial opportunity for our products may be diminished.
- We may not be able to manufacture our product candidates in commercial quantities, which would prevent us from commercializing our product candidates.
- Our product candidates, if approved for sale, may not gain acceptance among physicians, patients and the medical community, thereby limiting our potential to generate revenues.
- You will experience immediate and substantial dilution in the book value per share of the common stock you purchase.
- Management will have broad discretion as to the use of proceeds from this offering and might not use them effectively.

Corporate History and Information

We were incorporated in Delaware on May 15, 2013 for the purpose of holding certain FV-100 assets of Synergy Pharmaceuticals Inc., or Synergy. We were a majority-owned subsidiary of Synergy Pharmaceuticals Inc. (Synergy) until February 18, 2014, the date Synergy completed the spinout of our shares of common stock. Our principal executive offices are located at 399 Thomall Street, First Floor, Edison, New Jersey 08837. Our telephone number is (732) 902-4000 and our website address is www.contravir.com. The information on our website is not a part of, and should not be construed as being incorporated by reference into, this registration statement or the accompanying prospectus.

Implications of Being an Emerging Growth Company

We are an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, and, for as long as we continue to be an “emerging growth company,” we may

[Table of Contents](#)

choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We could be an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1.07 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended, which would occur if the market value of our common shares that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three-year period.

The Offering

Class A Units offered	[] Class A Units with each Class A Unit consisting of one share of our common stock and a warrant to purchase shares of our common stock at an exercise price equal to (% of the public offering price of the Class A Units). The Class A Units will not be certificated and the shares of common stock and warrants that are part of such units will be immediately separable and will be issued separately in this offering.
Public offering price per Class A Unit	\$ per Class A Unit.
Class B Units offered	[] Class B Units are also being offered to those purchasers, if any, whose purchase of Class A Units in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% of our outstanding common stock immediately following the consummation of this offering. Each Class B Unit will consist of one share of our Series D Preferred, with a stated value of \$1,000 and convertible into shares of our common stock, at the public offering price of the Class A Units, together with the equivalent number of warrants as would have been issued to such purchaser if they had purchased Class A Units. For each Class B Unit we sell, the number of Class A Units we are offering will be decreased on a one-for-one basis. Because we will issue a common stock purchase warrant as part of each Class A Unit or Class B Unit, the number of warrants sold in this offering will not change as a result of a change in the mix of the Class A Units and Class B Units sold. The Class B Units will not be certificated and the shares of Series D Preferred and warrants that are part of such units are immediately separable and will be issued separately in this offering.
Public offering price per Class B Unit	\$1,000 per Class B Unit. Each warrant included in the Units will have an exercise price equal to % of the public offering price of the Class A Units per share of common stock, will be exercisable upon issuance, and will expire years from the date of issuance.
Warrants	Each warrant entitles the holder to purchase one share of common stock at an exercise price of \$[] per share, subject to adjustment, through its expiration five (5) years from the date of issuance.
Common stock to be outstanding immediately after this offering	[] shares (on an as-converted to common stock basis with respect to any shares of Series D Preferred sold).
Series D Convertible Preferred Stock	The Series D Preferred will be convertible into shares of our common stock at any time at the option of the holder, at a conversion price equal to the public offering price of the Class A

[Table of Contents](#)

	Units. See “Description of Securities We Are Offering” for a discussion of the terms of the Series D Preferred.
Use of proceeds	We intend to use the net proceeds from this offering for general corporate purposes, including working capital. See “Use of Proceeds” on page 13.
Risk factors	This investment involves a high degree of risk. You should read the description of risks set forth under “Risk Factors” beginning on page 9 of this prospectus for a discussion of factors to consider before deciding to purchase our securities.
Nasdaq Capital Market Trading Symbol of Common Stock	“CTRV” There is no established public trading market for the warrants or Series D Preferred, and we do not expect an active trading market to develop. We do not intend to list the warrants or the Series D Preferred on any securities exchange or other trading market. Without an active trading market, the liquidity of the warrants and the Series D Preferred will be limited.
Lock-up	We and our directors and executive officers have agreed with the placement agents not to offer for sale, issue, sell, contract to sell, pledge or otherwise dispose of any of our common stock or securities convertible into common stock for a period of 180 days commencing on the date of this prospectus in the case of our directors and executive officers and for a period of 90 days commencing on the date of this prospectus in case of us. See “Plan of Distribution” beginning on page 24.
Registered Securities	This prospectus also relates to the offering of the shares issuable upon conversion of the Series D Preferred and upon exercise of the warrants included in the Units.

(1) Based on 16,315,140 shares of common stock outstanding as of September 30, 2018 and excludes:

- 830,027 shares of our common stock issuable upon exercise of outstanding options at a weighted average price of \$11.89 per share;
- 7,558,052 shares of our common stock issuable upon exercise of outstanding warrants with a weighted-average exercise price of \$4.48 per share;
- 100,723 shares of our common stock issued to the Ciclofilin shareholders as a milestone payment in October 2018;
- 222,867 shares of our common stock issuable upon conversion of outstanding shares of Series A Convertible Preferred Stock;
- 1,453,550 shares of our common stock issuable upon conversion of outstanding shares of Series C Convertible Preferred Stock;
- 507,473 shares of our common stock that are reserved for equity awards that may be granted under our equity incentive plans;
- shares of our common stock issuable upon conversion of the Series D Preferred offered

[Table of Contents](#)

hereby;

- shares of our common stock issuable upon exercise of the warrants offered hereby; and
- shares of our common stock issuable upon exercise of the warrant to be issued to the placement agents in connection with this offering.

RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the risk factors contained in our periodic reports filed with the SEC, including our Transition Report on Form 10-KT for the transition period from July 1, 2017 to December 31, 2017 and all of our quarterly reports on Form 10-Q, which are incorporated by reference into this prospectus. Before deciding to invest in our securities, you should carefully consider these risks, as well as other information we include or incorporate by reference in this prospectus.

If any of the events described in these risk factors actually occurs, or if additional risks and uncertainties that are not presently known to us or that we currently deem immaterial later materialize, then our business, prospects, results of operations and financial condition could be materially adversely affected. In that event, the trading price of our securities could decline, and you may lose all or part of your investment in our securities. The risks discussed below include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See “Cautionary Note Regarding Forward-Looking Statements”.

Risks Related to this Offering

Management will have broad discretion as to the use of proceeds from this offering and might not use them effectively.

Our management will have broad discretion as to the application of the net proceeds from this offering and our stockholders will not have the opportunity as part of their investment decisions to assess whether the net proceeds are being used appropriately. You might not agree with our decisions, and our use of the proceeds might not yield any return on your investment. Because of the number and variability of factors that will determine our use of the net proceeds from this offering, their ultimate use may vary substantially from their currently intended use. Our failure to apply the net proceeds of this offering effectively could compromise our ability to pursue our growth strategy and we might not be able to yield a significant return, if any, in our investment of these net proceeds. You will not have the opportunity to influence our decisions on how to use our net proceeds from this offering.

You will experience immediate and substantial dilution in the book value per share of the common stock you purchase.

Because the offering price per share of our common stock being offered may be higher than the book value per share of our common stock, you may suffer substantial dilution in the net tangible book value of the common stock you purchase in this offering. For a further description of the dilution that investors in this offering will experience, see “Dilution”.

In addition, investors in this offering will be subject to increased dilution upon the exercise of outstanding stock options or warrants or conversion of outstanding preferred stock.

If we fail to comply with the continued minimum closing bid requirements of the Nasdaq Capital Market LLC (“Nasdaq”) or other requirements for continued listing, our common stock may be delisted and the price of our common stock and our ability to access the capital markets could be negatively impacted.

On August 29, 2018, we received a written notice (the “Notice”) from the Nasdaq Stock Market LLC (“Nasdaq”) that we were not in compliance with Nasdaq Listing Rule 5550(a)(2), as the minimum bid price of our common stock has been below \$1.00 per share for 30 consecutive business days. The Notice had no immediate effect on the listing of our common stock, and our common stock continues to trade on the Nasdaq Capital Market. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we initially have a period of 180 calendar days, or until February 25, 2019, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of our common stock must meet or exceed \$1.00 per share for at least 10 consecutive business days during this 180 calendar day period. If

[Table of Contents](#)

we do not regain compliance within the allotted compliance period(s), including any extensions that may be granted by Nasdaq or fail to comply with or other requirements for continued listing, our common stock may be delisted and the price of our common stock and our ability to access the capital markets could be negatively impacted. A delisting of our common stock from the Nasdaq Capital Market could materially reduce the liquidity of our common stock and result in a corresponding material reduction in the price of our common stock. In addition, delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the potential loss of confidence by investors, employees and fewer business development opportunities.

The warrants are speculative in nature.

The warrants do not confer any rights of common stock ownership on its holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire shares of common stock at a fixed price for a limited period of time. Specifically, for a period of five years commencing upon the date of issuance, holders of the warrants may exercise their right to acquire the common stock and pay an exercise price equal to % of the offering price per Class A Unit. Moreover, the market value of the warrants is uncertain and the warrants will not be listed or quoted for trading on any market or exchange. There can be no assurance that the market price of the common stock will ever equal or exceed the exercise price of the warrants, and consequently, whether it will ever be profitable for holders of the warrants to exercise the warrants.

A large number of shares issued in this offering may be sold in the market following this offering, which may depress the market price of our common stock.

A large number of shares issued in this offering may be sold in the market following this offering, which may depress the market price of our common stock. Sales of a substantial number of shares of our common stock in the public market following this offering could cause the market price of our common stock to decline. If there are more shares of common stock offered for sale than buyers are willing to purchase, then the market price of our common stock may decline to a market price at which buyers are willing to purchase the offered shares of common stock and sellers remain willing to sell the shares. All of the shares of common stock issued in the offering will be freely tradable without restriction or further registration under the Securities Act.

There is no public market for the warrants or the Series D Preferred.

There is no established public trading market for the warrants or the Series D Preferred offered in this offering, and we do not expect a market to develop. In addition, we do not intend to apply to list the warrants or the Series D Preferred on any national securities exchange or other nationally recognized trading system, including the Nasdaq Capital Market. Without an active market, the liquidity of the warrants and the Series D Preferred will be limited.

We have not paid dividends in the past and have no immediate plans to pay dividends.

We plan to reinvest all of our earnings, to the extent we have earnings, in order to further develop our products and to cover operating costs. We do not plan to pay any cash dividends with respect to our securities in the foreseeable future. We cannot assure you that we would, at any time, generate sufficient surplus cash that would be available for distribution to the holders of our common stock as a dividend. Therefore, you should not expect to receive cash dividends on the common stock we are offering.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements, which reflect our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this prospectus and are subject to a number of risks, uncertainties and assumptions described under the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict or are beyond our control. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they are made.

The forward-looking statements reflect our current expectations and are based on information currently available to us and on assumptions we believe to be reasonable. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause our actual results, activities, performance or achievements to be materially different from that expressed or implied by such forward-looking statements. These forward-looking statements include, but are not limited to:

- Market conditions;
- Our capital position;
- Our ability to compete with larger better financed pharmaceutical companies;
- Our uncertainty of developing marketable products;
- Our ability to develop and commercialize our products;
- Our ability to obtain regulatory approvals;
- Our ability to maintain and protect intellectual property rights;
- The inability to raise additional future financing and lack of financial and other resources;
- Our ability to control product development costs;
- We may not be able to attract and retain key employees;
- We may not be able to compete effectively;
- We may not be able enter into new strategic collaborations;
- Changes in government regulation affecting product candidates could increase our development costs;
- Our involvement in patent and other intellectual property litigation could be expensive and could divert management’s attention;
- The possibility that there will be no market acceptance for our products; and
- Changes in third-party reimbursement policies could adversely affect potential future sales of any of our products that are approved for marketing.

Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The forward-looking information contained herein is made as of the date of this prospectus and, other than as required by law, we do not assume any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

You should also read the matters described in “Risk Factors” and the other cautionary statements made in this prospectus as being applicable to all related forward-looking statements wherever they appear in this prospectus. The forward-looking statements in this prospectus may not prove to be accurate and therefore you are encouraged not to place undue reliance on forward-looking statements. You should read this prospectus completely.

This prospectus also includes estimates and other statistical data made by independent parties and

[Table of Contents](#)

by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the markets in which we operate are necessarily subject to a high degree of uncertainty and risk.

USE OF PROCEEDS

We estimate that the net proceeds of this offering will be approximately \$[] million, from the sale of our securities in this offering after deducting the placement agent fees and estimated offering expenses payable by us. The public offering price per unit was negotiated between us and the placement agents based on market conditions at the time of pricing, and represents a discount to the current market price of our common stock. This amount excludes the proceeds, if any, from the exercise of warrants in this offering. If all of the warrants sold in this offering were to be exercised in cash at an assumed exercise price of \$[] per share, we would receive additional net proceeds of approximately \$[] million. We cannot predict when or if these warrants will be exercised. It is possible that these warrants may expire and may never be exercised.

We intend to use the net proceeds from this offering for general corporate purposes, including working capital. We may use the net proceeds from this offering to fund possible acquisitions of other companies, products or technologies, though no such acquisitions are currently contemplated.

This expected use of our net proceeds from this offering represents our intentions based upon our current plans and business conditions, which could change in the future as our plans and business conditions evolve. The amounts and timing of our actual expenditures may vary significantly depending on numerous factors, including the progress of our drug candidate development, the status of and results from clinical trials, as well as any collaborations that we may enter into with third parties for our drug candidates, and any unforeseen cash needs.

As a result, our management will retain broad discretion over the allocation of the net proceeds from this offering, and investors will be relying on the judgment of our management regarding the application of the net proceeds from this offering. The timing and amount of our actual expenditures will be based on many factors, including cash flows from operations and the anticipated growth of our business.

DILUTION

If you purchase securities in this offering, your interest will be diluted to the extent of the difference between the public offering price and the net tangible book value per share of our common stock after this offering. Our net tangible book value as of September 30, 2018 was \$(406,514), or \$(0.02) per share of common stock (based upon 16,315,140 outstanding shares of common stock). “Net tangible book value” is total assets minus the sum of liabilities and intangible assets. “Net tangible book value per share” is net tangible book value divided by the total number of shares of common stock outstanding.

On a pro forma basis, after giving effect to (i) the payment of \$1,000,000 and the issuance of 100,723 shares (approximately \$55,000 value on the date of issuance) of our common stock to the Ciclofilin shareholders in October 2018 upon achievement of a milestone and (ii) the \$1,112,500 repayment of investor notes issued to Iliad Research and Trading, L.P. (“IRT”) during the period from November 1, 2018 through January 28, 2019, our pro forma net tangible book value as of September 30, 2018 would have been \$ or \$ per share of our common stock. After giving effect to the sale by us in this offering of [] Class A Units at an assumed public offering price of \$[] per Class A Unit (the closing price of our common stock as quoted on the Nasdaq Capital Market on [], 2019) and [] Class B Units at a public offering price of \$1,000 per Class B Unit, and assuming all Series D Preferred Shares included in the Class B units were converted to common stock, and after deducting the estimated placement agent fees and expenses and estimated offering expenses that we will pay, our pro forma, as adjusted net tangible book value as of September 30, 2018 would have been approximately \$[], or \$[] per share of common stock. This amount represents an immediate increase in net tangible book value of \$[] per share to existing stockholders and an immediate dilution of \$[] per share to purchasers in this offering.

The following table illustrates the dilution:

Assumed public offering price per Class A Unit		\$
Net tangible book value per share as of September 30, 2018	\$	(0.02)
Increase in net tangible book value per share attributable to this offering	\$	
Pro forma, as adjusted net tangible book value per share after this offering		\$
Dilution per share to new investors		\$

The dilution information set forth in the table above is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing.

The above table is based on 16,315,140 shares of common stock outstanding as of September 30, 2018 and, unless otherwise indicated, excludes:

- 830,027 shares of our common stock issuable upon exercise of outstanding options at a weighted average price of \$11.89 per share;
- 7,558,052 shares of our common stock issuable upon exercise of outstanding warrants with a weighted-average exercise price of 4.48 per share;
- 100,723 shares of our common stock issued to the Ciclofilin shareholders as a milestone payment in October 2018;
- 222,867 shares of our common stock issuable upon conversion of outstanding shares of Series A Convertible Preferred Stock;

[Table of Contents](#)

- 1,453,550 shares of our common stock issuable upon conversion of outstanding shares of Series C Convertible Preferred Stock;
- 507,473 shares of our common stock that are reserved for equity awards that may be granted under our equity incentive plans;
- shares of our common stock issuable upon conversion of the Series D Preferred offered hereby;
- shares of our common stock issuable upon exercise of the warrants offered hereby; and
- shares of our common stock issuable upon exercise of the warrant to be issued to the placement agents in connection with this offering.

If we issue any additional shares in connection with outstanding options or warrants or issue shares upon conversion of outstanding preferred stock, there will be additional dilution.

CAPITALIZATION

The following table sets forth our cash and our capitalization as of September 30, 2018 on:

- an actual basis; and
- a pro forma basis, to give effect to (i) the payment of \$1,000,000 and the issuance of 100,723 shares (approximately \$55,000 value on the date of issuance) of our common stock to the Ciclofilin shareholders in October 2018 upon achievement of a milestone (as partial payment of contingent consideration for which the corresponding liability is not shown in the table below) and (ii) the \$1,112,500 repayment of investor notes issued to IRT during the period from November 1, 2018 through January 28, 2019; and
- a pro forma, as adjusted basis giving further effect to the sale by us in this offering of [] Class A Units, at the assumed public offering price of \$[] per Class A Unit and [] Class B Units, at the public offering price of \$1,000 per Class B Unit, assuming conversion of all Series D Preferred Shares included in the Class B Units, after deducting placement agent fees and expenses and commissions and estimated offering expenses payable by us.

The pro forma information set forth in the table below is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing.

As of September 30, 2018

	<u>Actual</u>	<u>Pro Forma</u>	<u>Pro Forma, as adjusted</u>
Cash	\$ 9,032,268	\$ 6,919,768	\$
Convertible debt	\$ 2,070,000	957,500	
Stockholders' equity:			
Preferred Stock, stated value \$10.00 per share; 85,581 shares of Series A Convertible Preferred Stock issued and outstanding	855,808	855,808	
Preferred Stock, stated value \$1,000; 2,253 shares of Series C Convertible Preferred Stock issued and outstanding	226,383	226,383	
Common Stock, par value \$0.0001; 120,000,000 shares authorized; 16,315,140 shares issued and outstanding, actual; [] shares issued and outstanding pro forma, as adjusted	1,632	1,642	
Additional paid-in capital	77,461,845	77,516,835	
Accumulated deficit	(73,891,258)	(73,891,258)	
Total stockholders' equity	<u>4,654,410</u>	<u>4,709,410</u>	
Total capitalization	<u>6,724,410</u>	<u>5,666,910</u>	

The above table is based on 16,315,140 shares of common stock outstanding as of September 30, 2018 and, unless otherwise indicated, excludes:

- 830,027 shares of our common stock issuable upon exercise of outstanding options at a weighted average price of \$11.89 per share;
- 7,558,052 shares of our common stock issuable upon exercise of outstanding warrants with a weighted-average exercise price of 4.48 per share;
- 100,723 shares of our common stock issued to the Ciclofilin shareholders as a milestone payment in October 2018;
- 222,867 shares of our common stock issuable upon conversion of outstanding shares of Series A Convertible Preferred Stock;

[Table of Contents](#)

- 1,453,550 shares of our common stock issuable upon conversion of outstanding shares of Series C Convertible Preferred Stock;
- 507,473 shares of our common stock that are reserved for equity awards that may be granted under our equity incentive plans;
- shares of our common stock issuable upon conversion of the Series D Preferred offered hereby;
- shares of our common stock issuable upon exercise of the warrants offered hereby; and
- shares of our common stock issuable upon exercise of the warrant to be issued to the placement agents in connection with this offering.

DESCRIPTION OF SECURITIES WE ARE OFFERING

We are offering [] Class A Units consisting of one share of our common stock and one warrant to purchase shares of our common stock, at an exercise price equal to % of the public offering price of the Class A Units per share of common stock, which warrants will be exercisable upon issuance and will expire years from date of issuance. The shares of common stock and warrants that are part of a Class A Unit are immediately separable and will be issued separately in this offering.

We are also offering to those purchasers, if any, whose purchase of Class A Units in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% of our outstanding common stock immediately following the consummation of this offering, the opportunity, in lieu of purchasing Class A Units, to purchase Class B Units. Each Class B Unit will consist of one share of our newly designated Series D Preferred with a stated value of \$1,000 and convertible into shares of our common stock at the public offering price of the Class A Units, together with the equivalent number of warrants as would have been issued to such purchaser of Class B Units if they had purchased Class A Units. For each Class B Unit we sell, the number of Class A Units we are offering will be decreased on a one-for-one basis. The shares of Series D Preferred and warrants that are part of a Class B Unit are immediately separable and will be issued separately in this offering. We are also offering the shares of common stock issuable upon exercise of the warrants and conversion of the Series D Preferred.

General

We are authorized to issue up to 120,000,000 shares of common stock, \$0.0001 par value per share, and 20,000,000 shares of preferred stock, \$0.0001 par value per share.

As of September 30, 2018, there were 16,315,140 shares of our common stock issued and outstanding, 85,581 shares of Series A convertible preferred stock outstanding and 2,253 shares of Series C convertible preferred stock outstanding.

Common Stock

Holders of common stock are entitled to receive ratably dividends out of funds legally available, if and when declared from time to time by our Board. We have never paid any cash dividends on our common stock and our Board does not anticipate that we will pay cash dividends in the foreseeable future. The future payment of dividends, if any, on our common stock is within the discretion of the Board and will depend upon earnings, capital requirements, financial condition and other relevant factors. Holders of common stock are entitled to one vote for each share held on each matter to be voted on by stockholders. There is no cumulative voting in the election of directors. In the event of liquidation, dissolution or winding up of the affairs of us, holders of common stock are to share in all assets remaining after the payment of liabilities and any preferential distributions payable to preferred stockholders, if any. The holders of common stock have no preemptive or conversion rights and are not subject to further calls or assessments. There are no redemption or sinking fund provisions applicable to the common stock. The rights of the holders of the common stock are subject to any rights that may be fixed for holders of preferred stock, if any. All of the outstanding shares of common stock are fully paid and non-assessable.

Preferred Stock

The following is a summary of the material terms of our Series A Convertible Preferred Stock, Series C Convertible Preferred Stock and the Series D Preferred. This summary is not complete. The following summary is qualified in its entirety by reference to the Certificate of Designation of the Series A Convertible Preferred Stock, the Certificate of Designation of the Series C Convertible Preferred Stock

[Table of Contents](#)

and the form of Certificate of Designation of Series D Preferred Stock, each of which has been filed as an exhibit to the registration statement of which this prospectus is a part.

Series A Preferred Stock

On October 14, 2014, we filed a Certificate of Designation, Preference and Rights of Series A Convertible Preferred Stock (the “Series A Preferred Stock”) with the Secretary of State of the State of Delaware. The number of shares of Series A Preferred Stock designated is 1,250,000 and each share of Series A Preferred Stock has a stated value equal to \$10.00 (the “Series A Stated Value”).

Voting Rights. Except as otherwise provided therein and as otherwise prohibited by law, the Series A Preferred Stock shall have voting rights on an as converted basis. So long as any shares of Series A Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the Holders of the shares of the Series A Preferred Stock then outstanding, (a) alter or change adversely the powers, preferences or rights given to the Series A Preferred Stock or alter or amend the Certificate of Designation, (b) authorize or create any class of stock ranking as to dividends, redemption or distribution of assets upon a Series A Liquidation (as defined below) senior to or otherwise pari passu with the Series A Preferred Stock, or (c) enter into any agreement with respect to the foregoing.

Liquidation. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary (a “Series A Liquidation”), the holders shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Series A Preferred Stock an amount equal to 100% of the Series A Stated Value per share plus any other fees or liquidated damages owing thereon before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders shall be distributed among the holders ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

Conversions at Option of Holder. Each share of Series A Preferred Stock shall be convertible into that number of shares of Common Stock determined by dividing the Series A Stated Value of such share of Series A Preferred Stock by \$3.84 (the “Series A Conversion Price”), at the option of the holder, at any time and from time to time from and after October 14, 2014.

Subsequent Equity Sales. If, at any time while this Series A Preferred Stock is outstanding, the Company sells or grants any option to purchase or sells or grants any right to reprice its securities, or otherwise disposes of or issues (or announces any sale, grant or any option to purchase or other disposition) any common stock or common stock equivalents entitling any person to acquire shares of common stock (a “Series A Subsequent Financing”) at an effective price per share that is lower than the then Series A Conversion Price (such lower price, the “Series A Base Conversion Price” and such issuances collectively, a “Series A Dilutive Issuance”) (if the holder of the common stock or common stock equivalents so issued shall at any time, whether by operation of purchase price adjustments, reset provisions, floating conversion, exercise or exchange prices or otherwise, or due to warrants, options or rights per share which are issued in connection with such issuance, be entitled to receive shares of common stock at an effective price per share that is lower than the Series A Conversion Price, such issuance shall be deemed to have occurred for less than the Series A Conversion Price on such date of the Series A Dilutive Issuance), the Series A Conversion Price then in effect shall be reduced to the Series A Base Conversion Price. The holder’s rights under this section shall terminate upon the Company completing a Series A Subsequent Financing at an effective price per share equal to or greater than the Series A Conversion Price then in effect which results in minimum gross proceeds to the Company of \$20 million.

Registration Rights. In the event we close a Series A Subsequent Financing of common or preferred stock, which does not include any warrants or convertible securities, at an effective price per share that is lower than 160% (“Series A Premium Price”) of the then Series A Conversion Price (the

[Table of Contents](#)

“Series A Registration Price”) and the purchasers of the securities in the Series A Subsequent Financing are given registration rights for such securities or such securities are issued on a registered basis, the holders shall receive at such time (i) equivalent registration rights for the Series A Preferred Stock and the shares issuable upon conversion of the Series A Preferred Stock in the event purchasers of the securities in the Series A Subsequent Financing receive registration rights or (ii) demand registration rights in the event purchasers of the securities in the Series A Subsequent Financing receive registered shares. In the event, the Series A Subsequent Financing includes warrants or other convertible securities, the Series A Premium Price shall increase by 1% for every 1% of warrant or other convertible security coverage in the Subsequent Financing. The holder’s rights under this section shall terminate upon us completing a Series A Subsequent Financing at an effective price per share equal to or greater than the Series A Registration Price which results in minimum gross proceeds to us of \$20 million.

Series C Convertible Preferred Stock

On July 2, 2018, we filed a Certificate of Designation, Preference and Rights of Series C Convertible Preferred Stock (the “Series C Convertible Preferred Stock”) with the Secretary of State of the State of Delaware. The number of shares of Series C Convertible Preferred Stock designated is 11,000.

Conversion. Each share of Series C Convertible Preferred Stock is convertible by the holder at any time, into the number of shares of our common stock determined by dividing the \$1,000 stated value per share of the Series C Convertible Preferred Stock by a conversion price of \$1.55 per share. In addition, the conversion price per share is subject to adjustment for stock dividends, distributions, subdivisions, combinations or reclassifications. Subject to limited exceptions, a holder of the Series C Convertible Preferred Stock will not have the right to convert any portion of the Series C Convertible Preferred Stock to the extent that, after giving effect to the conversion, the holder, together with its affiliates, would beneficially own in excess of 9.99% of the number of shares of our common stock outstanding immediately after giving effect to its conversion.

Fundamental Transactions. In the event we effect certain mergers, consolidations, sales of substantially all of our assets, tender or exchange offers, reclassifications or share exchanges in which our common stock is effectively converted into or exchanged for other securities, cash or property, we consummate a business combination in which another person acquires 50% of the outstanding shares of our common stock, or any person or group becomes the beneficial owner of 50% of the aggregate ordinary voting power represented by our issued and outstanding common stock, then, upon any subsequent conversion of the Series C Convertible Preferred Stock, the holders of the Series C Convertible Preferred Stock will have the right to receive any shares of the acquiring corporation or other consideration it would have been entitled to receive if it had been a holder of the number of shares of common stock then issuable upon conversion in full of the Series C Convertible Preferred Stock.

Dividends. Holders of Series C Convertible Preferred Stock shall be entitled to receive dividends (on an as-if-converted-to-common-stock basis) in the same form as dividends actually paid on shares of the common stock when, as and if such dividends are paid on shares of common stock.

Voting Rights. Except as otherwise provided in the certificate of designation or as otherwise required by law, the Series C Convertible Preferred Stock has no voting rights.

Liquidation Preference. Upon our liquidation, dissolution or winding-up, whether voluntary or involuntary, holders of Series C Convertible Preferred Stock will be entitled to receive out of our assets, whether capital or surplus, the same amount that a holder of common stock would receive if the Series C Preferred Stock were fully converted.

[Table of Contents](#)

Redemption Rights. We are not obligated to redeem or repurchase any shares of Series C Convertible Preferred Stock. Shares of Series C Convertible Preferred Stock are not otherwise entitled to any redemption rights, or mandatory sinking fund or analogous provisions.

Series D Convertible Preferred Stock

On [redacted], 2019, we filed a Certificate of Designation, Preference and Rights of Series D Convertible Preferred Stock (the “Series D Preferred”) with the Secretary of State of the State of Delaware. The number of shares of Series D Preferred designated is [redacted].

Conversion. Each share of Series D Preferred is convertible by the holder at any time, into the number of shares of our common stock determined by dividing the \$1,000 stated value per share of the Series D Preferred by a conversion price of \$[redacted] per share. In addition, the conversion price per share is subject to adjustment for stock dividends, distributions, subdivisions, combinations or reclassifications. Subject to limited exceptions, a holder of the Series D Preferred will not have the right to convert any portion of the Series D Preferred to the extent that, after giving effect to the conversion, the holder, together with its affiliates, would beneficially own in excess of 9.99% of the number of shares of our common stock outstanding immediately after giving effect to its conversion.

Fundamental Transactions. In the event we effect certain mergers, consolidations, sales of substantially all of our assets, tender or exchange offers, reclassifications or share exchanges in which our common stock is effectively converted into or exchanged for other securities, cash or property, we consummate a business combination in which another person acquires 50% of the outstanding shares of our common stock, or any person or group becomes the beneficial owner of 50% of the aggregate ordinary voting power represented by our issued and outstanding common stock, then, upon any subsequent conversion of the Series D Preferred, the holders of the Series D Preferred will have the right to receive any shares of the acquiring corporation or other consideration it would have been entitled to receive if it had been a holder of the number of shares of common stock then issuable upon conversion in full of the Series D Preferred.

Dividends. Holders of Series D Preferred shall be entitled to receive dividends (on an as-if-converted-to-common-stock basis) in the same form as dividends actually paid on shares of the common stock when, as and if such dividends are paid on shares of common stock.

Voting Rights. Except as otherwise provided in the certificate of designation or as otherwise required by law, the Series D Preferred has no voting rights.

Liquidation Preference. Upon our liquidation, dissolution or winding-up, whether voluntary or involuntary, holders of Series D Preferred will be entitled to receive out of our assets, whether capital or surplus, the same amount that a holder of common stock would receive if the Series D Preferred were fully converted.

Redemption Rights. We are not obligated to redeem or repurchase any shares of Series D Preferred. Shares of Series D Preferred are not otherwise entitled to any redemption rights, or mandatory sinking fund or analogous provisions.

Warrants

As of September 30, 2018, we had outstanding warrants to purchase an aggregate of 7,552,052 shares of our common stock.

Warrants to be issued in this offering

The following is a summary of the material terms of the warrants. This summary is not complete and is qualified in its entirety by reference to the warrants and the warrant agency agreement, the forms of which have been filed as exhibits to the registration statement of which this prospectus is a part. The warrants will be designated as our “Series ” warrants. All warrants will be issued in book-entry, or uncertificated, form. The warrants will be issued pursuant to a warrant agent agreement by and between us and Philadelphia Stock Transfer, Inc., the warrant agent.

Exercisability. Each warrant will be exercisable at any time and will expire five years from the date of issuance. The warrants will be exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice and payment in full for the number of shares of our common stock purchased upon such exercise, except in the case of a cashless exercise as discussed below.

The number of shares of common stock issuable upon exercise of the warrants is subject to adjustment in certain circumstances, including a stock split of, stock dividend on, or a subdivision, combination or recapitalization of the common stock.

Cashless Exercise. If at the time of exercise there is no effective registration statement registering, or the prospectus contained therein is not available for issuance of, the shares issuable upon exercise of the warrant, the holder may only exercise the warrant on a cashless basis. When exercised on a cashless basis, a portion of the warrant is cancelled in payment of the purchase price payable in respect of the number of shares of our common stock purchasable upon such exercise.

Exercise Price. Each warrant represents the right to purchase one share of common stock at an exercise price of \$[] per share. In addition, the exercise price per share is subject to adjustment for stock dividends, distributions, subdivisions, combinations, or reclassifications. Subject to limited exceptions, a holder of warrants will not have the right to exercise any portion of the warrant to the extent that, after giving effect to the exercise, the holder, together with its affiliates, and any other person acting as a group together with the holder or any of its affiliates, would beneficially own in excess of 4.99% of the number of shares of our common stock outstanding immediately after giving effect to its exercise. The holder, upon notice to the Company, may increase or decrease the beneficial ownership limitation provisions of the warrant, provided that in no event shall the limitation exceed 9.99% of the number of shares of our common stock outstanding immediately after giving effect to the exercise of the warrant.

Transferability. Subject to applicable laws and restrictions, a holder may transfer a warrant upon surrender of the warrant to us with a completed and signed assignment in the form attached to the warrant. The transferring holder will be responsible for any tax that liability that may arise as a result of the transfer.

Rights as Stockholder. Except as set forth in the warrant, the holder of a warrant, solely in such holder’s capacity as a holder of a warrant, will not be entitled to vote, to receive dividends, or to any of the other rights of our stockholders.

Fundamental Transactions. In the event we effect certain mergers, consolidations, sales of substantially all of our assets, tender or exchange offers, reclassifications or share exchanges in which our common stock is effectively converted into or exchanged for other securities, cash or property, we consummate a business combination in which another person acquires 50% of the outstanding shares of our common stock, or any person or group becomes the beneficial owner of 50% of the aggregate ordinary voting power represented by our issued and outstanding common stock, then, upon any subsequent exercise of the warrants, the holders of the warrants will have the right to receive any shares of the acquiring corporation or other consideration it would have been entitled to receive if it had been a holder of the number of shares of common stock then issuable upon exercise of the warrants.

[Table of Contents](#)

Amendments and Waivers. The provisions of each warrant may be modified or amended or the provisions thereof waived with the written consent of us and the holder.

PLAN OF DISTRIBUTION

Pursuant to a placement agency agreement, we have engaged Roth Capital Partners, LLC (“Roth”) and CIM Securities, LLC (“CIM”) to act as our placement agents to solicit offers to purchase the securities offered by this prospectus. The placement agents are not purchasing or selling any securities, nor are they required to arrange for the purchase and sale of any specific number or dollar amount of securities, other than to use their “reasonable best efforts” to arrange for the sale of the securities by us. Therefore, we may not sell the entire amount of securities being offered. There is no minimum amount of proceeds that is a condition to closing of this offering. We will enter into a securities purchase agreement directly with the institutional investors, at the investor’s option, who purchase our securities in this offering. Investors who do not enter into a securities purchase agreement shall rely solely on this prospectus in connection with the purchase of our securities in this offering. The placement agents may engage one or more subagents or selected dealers in connection with this offering.

The placement agency agreement provides that the placement agents’ obligations are subject to conditions contained in the placement agency agreement.

Upon the closing of this offering, we will pay the placement agents a cash transaction fee equal to 7% of the aggregate gross cash proceeds to us from the sale of the securities in the offering and we will reimburse Roth for its out-of-pocket expenses incurred in connection with this offering, including the fees and expenses of the counsel for the placement agents, up to \$75,000, subject to compliance with FINRA Rule 5110(f)(2)(D)(i). In addition, we have agreed to issue to the placement agents warrants to purchase up to _____ shares (representing 4% of the aggregate number of shares of common stock and shares of common stock issuable upon conversion of the Series D Preferred Stock sold in this offering), at an exercise price of \$ _____ per share (representing 100% of the public offering price for a share of common stock to be sold in this offering). The placement agent warrants will be exercisable immediately and for five years from the effective date of this registration statement. Pursuant to FINRA Rule 5110(g), the placement agent warrants and any shares issued upon exercise of the placement agent warrants shall not be sold, transferred, assigned, pledged, or hypothecated, or be the subject of any hedging, short sale, derivative, put or call transaction that would result in the effective economic disposition of the securities by any person for a period of 180 days immediately following the date of effectiveness or commencement of sales of this offering, except the transfer of any security: (i) by operation of law or by reason of our reorganization; (ii) to any FINRA member firm participating in the offering and the officers or partners thereof, if all securities so transferred remain subject to the lock-up restriction set forth above for the remainder of the time period; (iii) if the aggregate amount of our securities held by the placement agents or related persons do not exceed 1% of the securities being offered; (iv) that is beneficially owned on a pro-rata basis by all equity owners of an investment fund, provided that no participating member manages or otherwise directs investments by the fund and the participating members in the aggregate do not own more than 10% of the equity in the fund; or (v) the exercise or conversion of any security, if all securities remain subject to the lock-up restriction set forth above for the remainder of the time period.

The following table shows the per Unit and total placement agent fees we will pay in connection with the sale of the securities in this offering, reflecting the purchase of all of the securities we are offering.

Per Class A Unit	\$
Per Class B Unit	\$
Total	\$

We estimate the total expenses of this offering, which will be payable by us, excluding the placement agent fees, will be approximately \$ _____. After deducting the fees due to the placement agent

[Table of Contents](#)

and our estimated offering expenses, we expect the net proceeds from this offering to be approximately \$ million.

If we decide to make a public or private offering of our equity, equity-linked or debt securities, we have granted Roth the right to act as the exclusive placement agent or lead underwriter for such offering until the 10 months following the closing of this offering.

Other Relationships

Roth and CIM may, from time to time, engage in transactions with or perform services for us in the ordinary course of its business and may continue to receive compensation from us for such services.

Determination of Offering Price

The public offering prices of the Class A Units and Class B Units are \$ and \$, respectively. The conversion price per share of the Series D Preferred Stock is equal to \$, the public offering price of the Class A Units, and the exercise price per share of the Warrants is \$, approximately % of the public offering price of the Class A Units. The public offering prices of the Units, the conversion price and other terms of the Series D Preferred Stock and the exercise price and other terms of the Warrants were negotiated between us and the investors, based on the trading of our common stock prior to the offering, among other things. Other factors considered in determining the public offering price of the Units we are offering, the conversion price and other terms of the Series D Preferred Stock and the exercise price and other terms of the Warrants include our history and prospects, the stage of development of our business, our business plans for the future and the extent to which they have been implemented, an assessment of our management, general conditions of the securities markets at the time of the offering and such other factors as were deemed relevant.

Lock-up Agreements

Our officers and directors have agreed with the placement agents to be subject to a lock-up period of 90 days following the date of this prospectus. This means that, during the applicable lock-up period, such persons may not offer for sale, contract to sell, sell, distribute, grant any option, right or warrant to purchase, pledge, hypothecate or otherwise dispose of, directly or indirectly, any shares of our common stock or any securities convertible into, or exercisable or exchangeable for, shares of our common stock. Certain limited transfers are permitted during the lock-up period if the transferee agrees to these lock-up restrictions. Roth may, in its sole discretion and without notice, waive the terms of any of these lock-up agreements. We will also agree, in the securities purchase agreement, to a lock-up restriction on the issuance and sale of our securities for 90 days following the closing date of the offering, subject to certain exempt issuances.

Indemnification

We have agreed to indemnify the placement agents against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the placement agents may be required to make with respect to any of these liabilities.

Transfer Agent, Registrar and Warrant Agent

Philadelphia Stock Transfer, Inc. is the transfer agent and registrar for our common stock.

Stock Market Listing

Our common stock trades on The Nasdaq Capital Market under the symbol "CTRV".

[Table of Contents](#)

We do not intend to apply to list the Series D Preferred Stock or the Warrants we are offering on The Nasdaq Capital Market.

The placement agents may be deemed to be underwriters within the meaning of Section 2(a)(11) of the Securities Act and any fees received by it and any profit realized on the sale of the securities by it while acting as principal may be deemed to be underwriting discounts or commissions under the Securities Act. The placement agents will be required to comply with the requirements of the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including, without limitation, Rule 10b-5 and Regulation M under the Exchange Act. These rules and regulations may limit the timing of purchases and sales of our securities by the placement agents acting as principal. Under these rules and regulations, the placement agents may not (i) engage in any stabilization activity in connection with our securities; and (ii) bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities, other than as permitted under the Exchange Act, until they have completed their participation in the distribution.

LEGAL MATTERS

The validity of the shares of our common stock offered hereby will be passed upon for us by Sheppard, Mullin, Richter & Hampton LLP, New York, New York. Ellenoff, Grossman & Schole LLP, New York, New York has acted as counsel for the placement agents in connection with certain legal matters related to this offering.

EXPERTS

The consolidated financial statements as of December 31, 2017 and for the six month transition period ended December 31, 2017 and as of June 30, 2017 and 2016 and the years then ended incorporated by reference in this Prospectus have been so incorporated in reliance on the report of BDO USA, LLP, an independent registered public accounting firm (the report on the consolidated financial statements contains an explanatory paragraph regarding the Company's ability to continue as a going concern), incorporated by reference herein, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus, which constitutes a part of the registration statement on Form S-1 that we have filed with the SEC under the Securities Act, does not contain all of the information in the registration statement and its exhibits. For further information with respect to us and the common stock offered by this prospectus, you should refer to the registration statement and the exhibits filed as part of that document. Statements contained in this prospectus as to the contents of any contract or any other document referred to are not necessarily complete, and in each instance, we refer you to the copy of the contract or other document filed as an exhibit to the registration statement. Each of these statements is qualified in all respects by this reference.

We are subject to the reporting requirements of the Exchange Act and file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read our SEC filings, including the registration statement, over the Internet at the SEC's website at <http://www.sec.gov>. We also maintain a website at <http://www.contravir.com>, at which you may access these materials free of charge as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The information contained in, or that can be accessed through, our website is not part of this prospectus.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” information that we file with them. Incorporation by reference allows us to disclose important information to you by referring you to those other documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We filed a registration statement on Form S-1 under the Securities Act with the SEC with respect to the securities being offered pursuant to this prospectus. This prospectus omits certain information contained in the registration statement, as permitted by the SEC. You should refer to the registration statement, including the exhibits, for further information about us and the securities being offered pursuant to this prospectus. Statements in this prospectus regarding the provisions of certain documents filed with, or incorporated by reference in, the registration statement are not necessarily complete and each statement is qualified in all respects by that reference. Copies of all or any part of the registration statement, including the documents incorporated by reference or the exhibits, may be obtained upon payment of the prescribed rates at the offices of the SEC listed above in “Where You Can Find More Information”. We are incorporating by reference the documents listed below, which we have already filed with the SEC, and all documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, except as to any portion of any future report or document that is not deemed filed under such provisions:

1. The Company’s Annual Report on Form 10-K for the year ended June 30, 2017, filed with the SEC on September 28, 2017;
2. The Company’s Transition Report on Form 10-KT for the transition period from July 1, 2017 to December 31, 2017, filed with the SEC on March 26, 2018;
3. The Company’s Quarterly Reports on Form 10-Q for the quarters ended September 30, 2017 and March 31, 2018, June 30, 2018 and September 30, 2018;
4. The Company’s Definitive Proxy Statements filed on October 27, 2017, January 24, 2018 and November 30, 2018;
5. The Company’s Current Reports on Form 8-K filed on August 3, 2017, September 11, 2017, October 3, 2017, October 17, 2017, October 19, 2017, October 24, 2017, November 6, 2017, December 8, 2017, December 13, 2017, December 18, 2017, December 21, 2017, January 2, 2018, January 3, 2018, February 5, 2018, February 6, 2018, February 9, 2018, February 12, 2018, February 21, 2018, February 22, 2018, March 9, 2018, April 13, 2018, May 24, 2018, May 29, 2018, May 30, 2018, May 31, 2018, June 6, 2018, June 13, 2018, June 14, 2018, June 15, 2018, June 19, 2018, June 21, 2018, June 22, 2018, June 25, 2018, July 5, 2018, July 23, 2018, August 6, 2018, August 27, 2018, September 5, 2018, September 18, 2018, October 3, 2018, October 18, 2018, October 19, 2018, November 12, 2018, December 14, 2018 January 2, 2019 and January 16, 2019; and
6. The description of the Company’s common stock contained in the registration statement on Form 8-A filed with the Commission on February 24, 2015 pursuant to Section 12 of the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating that description.

We also incorporate by reference all documents (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) that are subsequently filed by us with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of the offering of the securities made by this prospectus (including documents filed after the date of the initial Registration Statement of which this prospectus is a part and prior to the effectiveness of the Registration Statement). These documents include periodic reports, such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded to the extent that a statement contained in this prospectus or any subsequently filed document that is deemed to be incorporated by reference into this prospectus modifies or supersedes the statement

[Table of Contents](#)

You may request, and we will provide you with, a copy of these filings, at no cost, by calling us at (732) 902-4000 or by writing to us at the following address:

ContraVir Pharmaceuticals, Inc.
399 Thomall Street, First Floor
Edison, New Jersey, 08837
Attn.: Secretary

[] Class A Units Consisting of Common Stock and Warrants or
[] Class B Units Consisting of Series B Convertible Preferred Stock and Warrants (and [] shares of common stock underlying shares of Series B
Convertible Preferred Stock and [] shares of common stock underlying Warrants)



PROSPECTUS

Lead Placement Agent
Roth Capital Partners

Co-Placement Agent
CIM Securities, LLC

, 2019

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

The following table provides information regarding the various actual and anticipated expenses (other than placement agent fees and expenses) payable by us in connection with the issuance and distribution of the securities being registered hereby. All amounts shown are estimates except the SEC registration fee.

Item	Amount
SEC registration fee	\$ 1,237
FINRA filing fee	
Printing and engraving expenses	
Legal fees and expenses	
Accounting fees and expenses	
Transfer agents' fees and expenses	
Miscellaneous costs	
Total	

Item 14. Indemnification of Directors and Officers

The DGCL authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties as directors and our amended and restated certificate of incorporation includes such an exculpation provision. Our certificate of incorporation and by-laws include provisions that indemnify, to the fullest extent allowable under the DGCL, the personal liability of directors or officers for monetary damages for actions taken as a director or officer of us, or for serving at our request as a director or officer or another position at another corporation or enterprise, as the case may be. Our certificate of incorporation and by-laws also provide that we must indemnify and advance reasonable expenses to our directors and officers, subject to our receipt of an undertaking from the indemnified party as may be required under the DGCL. Our certificate of incorporation expressly authorizes us to carry directors' and officers' insurance to protect us, our directors, officers and certain employees for some liabilities. The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and by-laws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against our directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. However, these provisions do not limit or eliminate our rights, or those of any stockholder, to seek non-monetary relief such as injunction or rescission in the event of a breach of a director's duty of care. The provisions do not alter the liability of directors under the federal securities laws. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. There is currently no pending material litigation or proceeding against any of our directors, officers or employees for which indemnification is sought.

Item 15. Recent Sales of Unregistered Securities

The Company has sold the securities described below within the past three years which were not

[Table of Contents](#)

registered under the Securities Act. All of the sales listed below were made pursuant to an exemption from registration afforded by Section 4(a)(2) of the Securities Act and Regulation D thereunder.

On May 8, 2018, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) with Iliad Research and Trading, L.P. (“IRT”), pursuant to which the Company issued to IRT a secured convertible promissory note (the “Note”) in the aggregate principal amount of \$3,325,000 for an aggregate purchase price of \$2,000,000 cash and \$1,000,000 aggregate principal amount of investor notes (the “Investor Notes”) payable to the Company in four tranches of \$250,000 upon request by the Company. Closing occurred on May 9, 2018.

Item 16. Exhibits and Financial Statement Schedules

- (a) *Exhibits.* See Exhibit Index set forth on page II-3 to this Registration Statement.
- (b) *Financial Statements.* Incorporated by reference into this registration statement.

Item 17. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

[Table of Contents](#)

- (i) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
 - (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant’s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (d) The undersigned Registrant hereby undertakes that:
- (1) for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.
 - (2) for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

EXHIBIT INDEX

Exhibit Number	Exhibit Description
1.1**	Form of Placement Agency Agreement

Table of Contents

- 3.1(a) [Certificate of Incorporation of ContraVir Pharmaceuticals, Inc. \(filed as Exhibit 3.1 to the Company's registration statement on Form 10-12G which was filed with the Securities and Exchange Commission on August 8, 2013 and incorporated herein by reference\).](#)
- 3.1(b) [Certificate of Designation, Preferences and Rights of the Series A Convertible Preferred Stock of ContraVir Pharmaceuticals, Inc. filed with the Secretary of State of the State of Delaware on October 14, 2014 \(filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 14, 2014 and incorporated herein by reference\).](#)
- 3.1(c) [Certificate of Designation, Preferences and Rights of the Series B Convertible Preferred Stock of ContraVir Pharmaceuticals, Inc. filed with the Secretary of State of the State of Delaware on December 18, 2014 \(filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 18, 2014 and incorporated herein by reference\).](#)
- 3.1(d) [Form of Certificate of Designation of Preference, Rights and Limitations of Series C Convertible Preferred Stock filed with the Secretary of State of the State of Delaware on July 2, 2018 \(filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 5, 2018 and incorporated herein by reference\).](#)
- 3.1(e)** Form of Certificate of Designation of Preference, Rights and Limitations of Series D Convertible Preferred Stock
- 3.2 [By-Laws of ContraVir Pharmaceuticals, Inc. \(filed as Exhibit 3.2 to the Company's registration statement on Form 10-12G which was filed with the Securities and Exchange Commission on August 8, 2013 and incorporated herein by reference\).](#)
- 4.1** Form of Series D Preferred Stock Certificate
- 4.2** Form of Warrant Agreement
- 4.3** Form of Warrant Certificate
- 4.4 [Secured Convertible Promissory Note, dated May 8, 2018, by and between ContraVir Pharmaceuticals, Inc. and Iliad Research and Trading, L.P. \(filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2018 and incorporated herein by reference.\)](#)
- 4.5 [Warrant Agency Agreement, dated as of July 2, 2018, by and between the Company and Philadelphia Stock Transfer, Inc. \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 5, 2018 and incorporated herein by reference\).](#)
- 5.1** Opinion of Sheppard, Mullin, Richter & Hampton LLP

Table of Contents

10.1	<u>Amended and Restated Executive Agreement, dated May 25, 2017, between ContraVir Pharmaceuticals, Inc. and James Sapirstein (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 25, 2017 and incorporated herein by reference.)</u>
10.2	<u>Executive Agreement, dated April 1, 2016, between ContraVir Pharmaceuticals, Inc. and John Cavan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 31, 2016 and incorporated herein by reference.)</u>
10.3	<u>License Agreement effective as of December 2014 by and between Chimerix, Inc. and ContraVir Pharmaceuticals, Inc. (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 12, 2015 and incorporated herein by reference).†</u>
10.4	<u>2013 Equity Incentive Plan (filed as Exhibit 10.1 to the Company's Form S-8 filed with the Securities and Exchange Commission on May 4, 2015 and incorporated herein by reference).</u>
10.5	<u>Executive Agreement, dated June 10, 2016, between ContraVir Pharmaceuticals, Inc. and Dr. Robert Foster (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 13, 2016 and incorporated herein by reference.)</u>
10.6	<u>Securities Purchase Agreement, dated May 8, 2018, by and between ContraVir Pharmaceuticals, Inc. and Iliad Research and Trading, L.P. (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2018 and incorporated herein by reference.)</u>
10.7	<u>Security Agreement, dated May 8, 2018, by and between ContraVir Pharmaceuticals, Inc. and Iliad Research and Trading, L.P. (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2018 and incorporated herein by reference.)</u>
10.8	<u>Settlement Agreement and General Release between ContraVir Pharmaceuticals, Inc. and Theresa Matkovits dated as of October 15, 2018 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2018 and incorporated herein by reference.)</u>
10.9	<u>Separation Agreement and General Release between ContraVir Pharmaceuticals, Inc. and James Sapirstein dated as of October 18, 2018 (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2018 and incorporated herein by reference.)</u>
23.1*	<u>Consent of BDO USA, LLP, Independent Registered Public Accounting Firm</u>
23.2**	Consent of Sheppard, Mullin, Richter & Hampton, LLP (Filed as part of Exhibit 5.1 to this Registration Statement on Form S-1)
24	<u>Power of Attorney (included on signature page hereto)</u>

* Filed herewith

**To be filed by amendment

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Edison, New Jersey, on the 29th day of January 2019.

CONTRAVIR PHARMACEUTICALS, INC.

By: /s/ Robert Foster
Robert Foster
President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Foster and John Cavan, his true and lawful attorneys-in-fact and agent with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments (including, without limitation, post-effective amendments) to this Registration Statement, any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and any or all pre- or post-effective amendments thereto, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming that said attorneys-in-fact and agent, or any substitute or substitutes for him, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities and on the dates indicated have signed this Registration Statement below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert Foster</u> Robert Foster	President, Chief Executive Officer and Director (Principal Executive Officer)	January 29, 2019
<u>/s/ John Cavan</u> John Cavan	Chief Financial Officer (Principal Financial and Accounting Officer)	January 29, 2019
<u>/s/ Gary S. Jacob</u> Gary S. Jacob	Director and Chairman of the Board	January 29, 2019
<u>/s/ Timothy Block</u> Timothy Block	Director	January 29, 2019
<u>Thomas H. Adams</u>	Director	
<u>/s/ John Brancaccio</u> John Brancaccio	Director	January 29, 2019
<u>Arnold Lippa</u>	Director	

Consent of Independent Registered Public Accounting Firm

ContraVir Pharmaceuticals, Inc.
Edison, New Jersey

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 23, 2018 and our report dated September 28, 2017, relating to the consolidated financial statements of ContraVir Pharmaceuticals, Inc., which are incorporated by reference in that Prospectus. Our reports on the consolidated financial statements contain an explanatory paragraph regarding the Company's ability to continue as a going concern.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

Woodbridge, New Jersey
January 29, 2019
