

ELITE PHARMACEUTICALS INC /NV/  
Form 424B3  
February 09, 2017

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-212266

PROSPECTUS SUPPLEMENT

Number 5

to

Prospectus dated July 13, 2016

of

ELITE PHARMACEUTICALS, INC.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This Prospectus Supplement No. 5 supplements the information provided in our Prospectus dated July 13, 2016, Prospectus Supplement No 1 dated July 15, 2016, Prospectus Supplement No. 2 dated July 21, 2016, Prospectus Supplement No.3 dated August 9, 2016 and Prospectus Supplement No.4 dated November 9, 2016 . This Prospectus Supplement should be read in conjunction with that Prospectus and Prospectus Supplements No. 1, No. 2, No. 3 and No. 4 which are to be delivered with this Prospectus Supplement.

This Prospectus Supplement includes our Quarterly Report on Form 10-Q for the quarter ended December 31, 2016 filed with the Securities and Exchange Commission on February 9, 2017.

The date of this Prospectus Supplement is February 9, 2017.

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2016

OR

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

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER: 001-15697

**ELITE PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**NEVADA**

**22-3542636**

(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

**165 LUDLOW AVENUE**

**07647**

**NORTHVALE, NEW JERSEY**

(Address of principal executive offices) (Zip Code)

**(201) 750-2646**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 917,898,440 shares of common stock were issued and outstanding as of February 1, 2017.

	<b>PAGE</b>
<b><u>PART I FINANCIAL INFORMATION</u></b>	
ITEM 1. <u>Financial Statements</u>	
<u>Condensed Consolidated Balance Sheets as of December 31, 2016, (Unaudited) and March 31, 2016 (Audited)</u>	F-1
<u>Condensed Consolidated Statements of Operations for the Three and Nine Months Ended December 31, 2016 and 2015 (Unaudited)</u>	F-3
<u>Condensed Consolidated Statement of Changes in Shareholders' Equity (Deficit) for the Nine Months Ended December 31, 2016 (Unaudited)</u>	F-4
<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended December 31, 2016 and 2015 (Unaudited)</u>	F-5
<u>Notes to the Unaudited Condensed Consolidated Financial Statements</u>	F-6
ITEM 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	1
ITEM 3. <u>Quantitative and Qualitative Disclosure About Market Risk</u>	16
ITEM 4. <u>Controls and Procedures</u>	16
<b><u>PART II OTHER INFORMATION</u></b>	17
ITEM 1. <u>Legal Proceedings</u>	17
ITEM 1A. <u>Risk Factors</u>	17
ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	18
ITEM 3. <u>Defaults Upon Senior Securities</u>	19
ITEM 4. <u>Mine Safety Disclosures</u>	19
ITEM 5. <u>Other Information</u>	19
ITEM 6. <u>Exhibits</u>	19
<b><u>SIGNATURES</u></b>	26

**PART 1 – FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ELITE PHARMACEUTICALS, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED BALANCE SHEETS**

	December 31, 2016 (Unaudited)	March 31, 2016 (Audited)
<b>ASSETS</b>		
Current assets:		
Cash	\$ 13,283,362	\$ 11,512,179
Accounts receivable	544,677	1,530,296
Inventory	6,028,814	3,293,729
Prepaid expenses and other current assets	764,535	377,752
Total current assets	20,621,388	16,713,956
Property and equipment, net of accumulated depreciation of \$7,231,333 and \$6,726,401, respectively	8,719,385	8,110,721
Intangible assets, net of accumulated amortization of \$-0-	6,419,091	6,411,799
Other assets:		
Restricted cash - debt service for NJEDA bonds	388,959	388,959
Security deposits	50,846	48,714
Total other assets	439,805	437,673
Total assets	\$ 36,199,669	\$ 31,674,149
<b>LIABILITIES, MEZZANINE EQUITY AND SHAREHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	\$ 1,355,371	\$ 1,804,429
Accrued expenses	1,802,475	555,352
Deferred revenue, current portion	1,013,333	1,013,333
Bonds payable, current portion (net of bond issuance costs)	70,822	205,822
Line of credit, related party	-	718,309
Loans payable, current portion	439,265	342,944

Total current liabilities	4,681,266	4,640,189
---------------------------	-----------	-----------

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

F-1

**ELITE PHARMACEUTICALS, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>December 31, 2016 (Unaudited)</b>	<b>March 31, 2016 (Audited)</b>
Long-term liabilities:		
Deferred revenue, net of current portion	2,518,890	3,278,887
Bonds payable, net of current portion and bond issuance costs	1,580,411	1,654,777
Loans payable, net current portion	443,151	520,829
Derivative financial instruments - warrants	900,247	10,368,567
Other long term liabilities	29,175	47,422
Total long-term liabilities	5,471,874	15,870,482
 Total liabilities	 10,153,140	 20,510,671
 Mezzanine Equity		
Series I convertible preferred stock; par value \$0.01; 395.758 shares authorized, -0- issued and outstanding as of December 31, 2016; 495.758 shares authorized, 100 shares issued and outstanding as of March 31, 2016	-	44,285,715
 Shareholders' equity (deficit):		
Common stock; par value \$0.001; 995,000,000 shares authorized; 911,245,171 shares issued and 911,145,171 outstanding as of December 31, 2016; 711,544,352 shares issued and 711,444,352 outstanding as of March 31, 2016	911,247	711,546
Additional paid-in capital	161,105,495	109,137,805
Treasury stock; 100,000 shares as of December 31, 2016 and March 31, 2016; at cost	(306,841	) (306,841 )
Accumulated deficit	(135,663,372	) (142,664,747 )
Total shareholders' equity (deficit)	26,046,529	(33,122,237 )
Total liabilities, mezzanine equity and shareholders' equity (deficit)	\$36,199,669	\$31,674,149

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*



**ELITE PHARMACEUTICALS, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(UNAUDITED)**

	For the Three Months Ended December 31,		For the Nine Months Ended December 31,	
	2016	2015	2016	2015
Manufacturing fees	\$ 1,885,765	\$ 1,622,052	\$ 6,470,697	\$ 5,851,020
Licensing fees	444,884	571,824	1,816,796	1,452,468
Total revenue	2,330,649	2,193,876	8,287,493	7,303,488
Cost of revenue	1,726,751	835,675	5,755,997	3,447,172
Gross profit	603,898	1,358,201	2,531,496	3,856,316
Operating expenses:				
Research and development	1,526,183	3,174,311	4,312,337	10,012,623
General and administrative	694,321	654,839	2,060,380	1,991,219
Non-cash compensation through issuance of stock options	84,785	75,025	258,954	246,495
Depreciation and amortization	21,032	166,825	64,408	492,625
Total operating expenses	2,326,321	4,071,000	6,696,079	12,742,962
Loss from operations	(1,722,423 )	(2,712,799 )	(4,164,583 )	(8,886,646 )
Other income (expense):				
Interest expense and amortization of debt issuance costs	(55,563 )	(68,119 )	(181,883 )	(207,376 )
Change in fair value of derivative instruments	1,571,471	(9,452,046 )	9,468,320	(87,999 )
Interest income	3,151	-	9,407	-
Other income (expense), net	1,519,059	(9,520,165 )	9,295,844	(295,375 )
(Loss) income from operations before the benefit from sale of state net operating loss credits	(203,364 )	(12,232,964 )	5,131,261	(9,182,021 )
Benefit from sale of state net operating loss credits	1,870,114	-	1,870,114	-
Net income (loss)	1,666,750	(12,232,964 )	7,001,375	(9,182,021 )
Change in carrying value of convertible preferred share mezzanine equity	-	(24,785,740 )	20,714,286	(23,428,573 )

Net income (loss) attributable to common shareholders'	\$ 1,666,750	\$ (37,018,704	) \$ 27,715,661	\$ (32,610,594	)
Basic income (loss) per share attributable to common shareholders'	\$ 0.00	\$ (0.05	) \$ 0.03	\$ (0.05	)
Diluted income (loss) per share attributable to common shareholders'	\$ 0.00	\$ (0.05	) \$ (0.00	) \$ (0.05	)
Basic weighted average common shares outstanding	904,763,117	684,773,829	811,794,206	665,720,299	
Diluted weighted average common shares outstanding	910,505,291	684,773,829	817,536,320	665,720,299	

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**ELITE PHARMACEUTICALS, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (DEFICIT)****(UNAUDITED)**

	Common Stock			Treasury Stock		Accumulated Deficit	Total Shareholders' Equity (Deficit)
	Shares	Amount	Additional Paid-In Capital	Shares	Amount		
Balance at March 31, 2016	711,544,352	\$711,546	\$109,137,805	100,000	\$(306,841)	\$(142,664,747 )	\$(33,122,237 )
Net income						7,001,375	7,001,375
Change in value of convertible preferred mezzanine equity			20,714,286				20,714,286
Issuance of common shares pursuant to the exercise of cash warrants	29,562,876	29,563	1,818,117				1,847,680
Issuance of common shares pursuant to the exercise of cash options	100,000	100	8,700				8,800