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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 21, 2017

IMPRIMIS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35814
(Commission
File Number)

45-0567010
(IRS Employer
Identification No.)

12264 El Camino Real, Suite 350
San Diego, CA
(Address of principal executive offices)

92130
(Zip Code)

Registrant's telephone number, including area code: **(858) 704-4040**

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 21, 2017, Clayton D. Edwards resigned from his position as Chief Operations Officer of Imprimis Pharmaceuticals, Inc. (the “Company”) effective immediately. The resignation was not the result of any disagreement with the Company or any matter relating to the Company’s operations, policies or practices.

Item 8.01 Other Events

Included in this Current Report on Form 8-K is a legal opinion (the “Opinion”) issued to the Company in connection with the Company’s Registration Statement on Form S-3 (Registration Number 333- 218308) filed under the Securities Act of 1933, as amended, and related prospectus supplement, dated August 25, 2017. The prospectus supplement covers the offer and sale of up to \$10,000,000 of shares of the Company’s common stock subject to its Controlled Equity OfferingSM sales agreement with Cantor Fitzgerald & Co. A copy of the Opinion is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
5.1	Legal Opinion of Golenbock Eiseman Assor Bell & Peskoe LLP
23.1	Consent of Golenbock Eiseman Assor Bell & Peskoe LLP (contained in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Imprimis Pharmaceuticals, Inc.

Date: August 25, 2017

By: /s/ Andrew R. Boll

Name: Andrew R. Boll

Title: Chief Financial Officer

Golenbock Eiseman Assor Bell & Peskoe LLP
711 Third Avenue
New York, New York 10017

August 25, 2017

Imprimis Pharmaceuticals, Inc.
12264 El Camino Real, Suite 350
San Diego, California 92130

Ladies and Gentlemen:

We have acted as securities counsel to Imprimis Pharmaceuticals, Inc., a Delaware corporation (the “Company”), in connection with the offer and sale by the Company of shares of the Company’s common stock, \$0.001 par value per share, having an aggregate gross sales price of up to \$10,000,000 (the “Securities”). The Securities have been registered pursuant to a Registration Statement on Form S-3 (Registration Number 333- 218308) (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), and a related prospectus, dated as of June 16, 2017 (the “Prospectus”), and a prospectus supplement, dated August 25, 2017 (the “Prospectus Supplement”). The Securities are to be issued pursuant to the terms of the Sales Agreement, dated November 27, 2015 (the “Sales Agreement”), between the Company and Cantor Fitzgerald & Co., as agent.

We have examined and reviewed only such documents, records and matters of law as we have deemed necessary or appropriate for the purpose of rendering the opinion set forth herein. Insofar as the opinion set forth herein is based on factual matters in connection with, among other things, the issuance of the Securities, which factual matters are authenticated in certificates from certain officers of the Company, we have relied on such certificates. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as certified or reproduced copies.

Based upon the foregoing, we are of the opinion that the Securities, when issued and delivered in the manner and on the terms described in the Sales Agreement, will be validly issued, fully paid and non-assessable.

We express no opinion as to the applicability or effect of any laws, orders or judgments of any state or other jurisdiction other than federal securities laws and the General Corporation Law of the State of Delaware. Further, this opinion speaks as of the date hereof and is based solely upon existing laws, rules and regulations, and we undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof. This opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Securities.

This opinion is issued to you solely for use in connection with the Prospectus Supplement and is not to be quoted or otherwise referred to in any financial statements of the Company or any other document, nor is it to be filed with or furnished to any government agency or other person, without our prior written consent.

We hereby consent to the use of our name under the caption “Legal Matters” in the Prospectus Supplement relating to the offer and sale of the Securities, and to the filing of this opinion as an exhibit to the Company’s Current Report on Form 8-K, filed on August 25, 2017. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations adopted under the Securities Act.

Very truly yours,
/s/ Golenbock Eiseman Assor Bell & Peskoe LLP
