

As filed with the Securities and Exchange Commission on November 19, 2020

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

AMENDMENT NO. 1
TO
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TFF Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation)

82-4344737

(I.R.S. Employer Identification No.)

**2600 Via Fortuna, Suite 360
Austin, Texas 78746**

(Address and telephone number of registrant's principal executive offices)

**Glenn Mattes
Chief Executive Officer
TFF Pharmaceuticals, Inc.
2600 Via Fortuna, Suite 360
Austin, Texas 78746
(737) 802-1973**

(Name, address and telephone number of agent for service)

Copy to:

**Daniel K. Donahue
Greenberg Traurig, LLP
18565 Jamboree Road, Suite 500
Irvine, California 92612
(949) 732-6500**

Approximate date of commencement of proposed sale to the public:

From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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

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.

EXPLANATORY NOTE

This Amendment No. 1 (Amendment No. 1) to the Registration Statement on Form S-3 (File No. 333-249870) of TFF Pharmaceuticals, Inc. (Registration Statement) is being filed solely for the purpose of filing an exhibit as indicated in Part II of this Amendment No. 1. This Amendment No. 1 does not modify any provision of the prospectus that forms a part of the Registration Statement. Accordingly, a preliminary prospectus has been omitted.

PART II – INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit No.	Description	Method of Filing
3.1	Second Amended and Restated Certificate of Incorporation of the Registrant	Incorporated by reference from the Registrant’s Registration Statement on Form S-1 filed on August 20, 2019
3.2	Amended and Restated Bylaws of the Registrant	Incorporated by reference from the Registrant’s Registration Statement on Form S-1 filed on August 20, 2019
4.1	Specimen Certificate representing shares of common stock of Registrant	Incorporated by reference from the Registrant’s Registration Statement on Form S-1 filed on September 27, 2019
4.2	Form of Senior Indenture	Previously filed
4.3	Form of Subordinated Indenture	Previously filed
4.4	Form of Senior Note	Previously filed
4.5	Form of Subordinated Note	Previously filed
4.6	Form of Warrant Agreement	To be filed by amendment to this registration statement, or as an exhibit to a document to be incorporated by reference into this registration statement, in each case in connection with a particular offering of the securities
4.7	Form of Unit Agreement	To be filed by amendment to this registration statement, or as an exhibit to a document to be incorporated by reference into this registration statement, in each case in connection with a particular offering of the securities
5.1	Opinion and Consent of Greenberg Traurig, LLP	Filed electronically herewith
23.1	Consent of Marcum LLP	Previously filed
23.4	Consent of Greenberg Traurig, LLP (included in Exhibit 5.1)	Filed electronically herewith
24.1	Power of Attorney (included on the signature page to this registration statement)	Previously filed
25.1	Form T-1 Statement of Eligibility of Trustee for Senior Indenture under the Trust Indenture Act of 1939	To be subsequently filed, if applicable, under the electronic form type “305B2”
25.2	Form T-1 Statement of Eligibility of Trustee for Subordinated Indenture under the Trust Indenture Act of 1939	To be subsequently filed, if applicable, under the electronic form type “305B2”

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Austin, Texas on November 19, 2020.

TFF PHARMACEUTICALS, INC.

By: /s/ Glenn Mattes

Glenn Mattes
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on November 19, 2020 by the following persons in the capacities indicated.

Signature	Title
<u>/s/ Glenn Mattes</u> Glenn Mattes	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Kirk Coleman</u> Kirk Coleman	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>*</u> Aaron Fletcher, Ph.D.	Chairman of the Board
<u>*</u> Brian Windsor, Ph.D.	Director
<u>*</u> Robert S. Mills, Jr.	Director
<u>*</u> Stephen C. Rocamboli	Director
<u>*</u> Harlan Weisman, M.D.	Director
<u>*</u> Randy Thurman	Director
<u>*</u> Malcolm Fairbairn	Director
<u>*By: /s/ Glenn Mattes</u> Glenn Mattes Attorney-in-Fact	

GREENBERG TRAURIG, LLP
18565 Jamboree Road, Suite 500
Irvine, California 92612

November 19, 2020

TFF Pharmaceuticals, Inc.
2600 Via Fortuna, Suite 360
Austin, Texas 78746

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to TFF Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the Registration Statement on Form S-3 (File No. 333-249870) (the "**Registration Statement**") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended ("**Securities Act**"), relating to the registration by the Company of (i) senior debt securities of the Company (the "**Senior Debt Securities**"); (ii) subordinated debt securities of the Company (the "**Subordinated Debt Securities**" and, together with the Senior Debt Securities, the "**Debt Securities**"); (iii) common stock, par value \$0.001 per share (the "**Common Stock**") of the Company; (iv) units comprised of one or more of Debt Securities, Common Stock and Warrants (the "**Units**"); (v) warrants to purchase Debt Securities, Common Stock and/or Units (the "**Warrants**"); (vi) subscription rights ("**Rights**") to purchase Debt Securities, Common Stock, Warrants and/or Units, or any combination of the foregoing; and (vii) 4,000,000 shares of Common Stock (the "**Reoffer Shares**") beneficially owned by a stockholder of the Company. The Common Stock, Debt Securities, Units, Warrants, Rights and Reoffer Shares are referred to herein collectively as the "**Securities**." The Securities may be sold or delivered from time to time as set forth in the prospectus that is a part of the Registration Statement (the "**Base Prospectus**") and as may be set forth in one or more supplements to the Base Prospectus (each, a "**Prospectus Supplement**"), pursuant to Rule 415 under the Securities Act.

The Senior Debt Securities may be issued pursuant to a senior indenture (together with any supplemental indentures relating to the Senior Debt Securities, the "**Senior Indenture**") to be entered into between the Company and a trustee to be named in the Senior Indenture and duly qualified under the Trust Indenture Act of 1939, as amended (the "**Trust Indenture Act**"). The Subordinated Debt Securities may be issued pursuant to a subordinated indenture (together with any supplemental indentures relating to the Subordinated Debt Securities, the "**Subordinated Indenture**," and together with the Senior Indenture, the "**Indentures**") to be entered into between the Company and a trustee to be named in the Subordinated Indenture and duly qualified under the Trust Indenture Act. The Units may be issued pursuant to a Unit Agreement (the "**Unit Agreement**") between the Company and a bank or trust company as unit agent. The Warrants may be issued pursuant to a warrant agreement (the "**Warrant Agreement**") between the Company and a bank or trust company as warrant agent. The Rights may be issued pursuant to a subscription rights agreement ("**Rights Agreement**") between the Company and a bank or trust company as rights agent.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering this opinion, we have examined the Registration Statement and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on a certificate of an officer of the Company. We have not independently verified the matters set forth in such certificates. We have assumed that (i) one or more Prospectus Supplements will have been prepared and filed with the Commission describing the Securities offered thereby; (ii) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement, the Base Prospectus and the applicable Prospectus Supplement; (iii) in the case of Debt Securities, (a) the applicable Indenture will be duly authorized, executed and delivered by the trustee named therein, (b) the applicable Indenture will be duly qualified under the Trust Indenture Act, and the applicable trustee will be duly eligible to serve as trustee, and (c) the Debt Securities will be duly authenticated by the trustee named in the applicable Indenture; (iv) any Unit Agreement, Warrant Agreement or Rights Agreement, as applicable, will be duly authorized, executed and delivered by all parties thereto other than the Company; (v) a definitive purchase, underwriting or similar agreement with respect to any Securities offered will be duly authorized, executed and delivered by all parties thereto other than the Company; (vi) any Securities issuable upon conversion, exchange or exercise of any Security being offered will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise; (vii) with respect to shares of Common Stock offered (other than the Reoffer Shares), there will be sufficient shares of Common Stock authorized under the Certificate of Incorporation and not otherwise reserved for issuance; and (viii) the Company will be validly existing as a corporation and in good standing under the laws of the State of Delaware.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Based upon and subject to the foregoing, it is our opinion that:

1. With respect to the Debt Securities, when (i) specifically authorized for issuance by proper action of the Company's Board of Directors or an authorized committee thereof (the "**Authorizing Resolutions**"), (ii) the applicable Indenture has been duly authorized, executed and delivered, (iii) the terms of the Debt Securities and of their issuance and sale have been duly established in conformity with the applicable Indenture and the Authorizing Resolutions, (iv) such Debt Securities have been duly executed and authenticated in accordance with the applicable Indenture and issued and sold as contemplated by the Registration Statement, the Base Prospectus and the applicable Prospectus Supplement, and (v) the Company has received the consideration provided for in the Authorizing Resolutions and the applicable underwriting agreement or other purchase agreement, such Debt Securities will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.
2. With respect to the Common Stock (other than the Reoffer Shares), when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the terms of the issuance and sale of the Common Stock have been duly established in conformity with the Certificate of Incorporation and Bylaws, (iii) the shares of Common Stock have been issued and sold as contemplated by the Registration Statement, the Base Prospectus and the applicable Prospectus Supplement, and (iv) the Company has received the consideration provided for in the Authorizing Resolutions and the applicable underwriting agreement or other purchase agreement and such consideration per share is not less than the par value per share of the Common Stock, the Common Stock will be validly issued, fully paid and nonassessable.
3. With respect to the Units, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the applicable Unit Agreement has been duly authorized, executed and delivered, (iii) the terms of the Units and of their issuance and sale have been duly established in conformity with the applicable Unit Agreement and the Authorizing Resolutions, (iv) the Units have been duly executed and delivered in accordance with the applicable Unit Agreement and issued and sold as contemplated by the Registration Statement, the Base Prospectus and the applicable Prospectus Supplement, and (v) the Company has received the consideration provided for in the Authorizing Resolutions and the applicable underwriting agreement or other purchase agreement, such Units will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.
4. With respect to the Warrants, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the applicable Warrant Agreement relating to the Warrants has been duly authorized, executed and delivered, (iii) the terms of the Warrants and of their issuance and sale have been duly established in conformity with the applicable Warrant Agreement and the Authorizing Resolutions, (iv) the Warrants have been duly executed and countersigned in accordance with the applicable Warrant Agreement and issued and sold as contemplated by the Registration Statement, the Base Prospectus and the applicable Prospectus Supplement, and (v) the Company has received the consideration provided for in the Authorizing Resolutions and the applicable underwriting agreement or other purchase agreement, such Warrants will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.

5. With respect to the Rights, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the applicable Rights Agreement relating to the Rights has been duly authorized, executed and delivered, (iii) the terms of the Rights and of their issuance and sale have been duly established in conformity with the applicable Rights Agreement and the Authorizing Resolutions, (iv) the Rights have been duly executed and countersigned in accordance with the applicable Rights Agreement and issued and sold as contemplated by the Registration Statement, the Base Prospectus and the applicable Prospectus Supplement, and (v) the Company has received the consideration provided for in the Authorizing Resolutions and any applicable standby underwriting or standby purchase agreement or other agreement, such Rights will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.
6. The Reoffer Shares have been duly authorized and are validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the caption "Legal Matters" in the Base Prospectus made part of the Registration Statement.

Very truly yours,

/s/ GREENBERG TRAURIG, LLP