AMEDICA Corp
Form 424B3
February 12, 2015

Prospectus Supplement Filed Pursuant to Rule 424(b)(3)

File No. 333-197470

PROSPECTUS SUPPLEMENT NO. 14

DATED February 12, 2015 (To Prospectus Dated August 7, 2014)

AMEDICA CORPORATION

2,326,409 Shares of Common Stock

This Prospectus Supplement No. 14, dated February 12, 2015 (Supplement No. 14), filed by Amedica Corporation (the Company), modifies and supplements certain information contained in the Company s prospectus, dated August 7, 2014 (as amended and supplemented from time to time, the Prospectus). This Supplement No. 14 is not complete without, and may not be delivered or used except in connection with, the Prospectus, including all amendments and supplements thereto. The Prospectus relates to the sale of up to 2,326,409 shares of our common stock by MG Partners II Ltd., or the Selling Stockholder, consisting of:

- 1,706,667 shares issued or issuable upon conversion of an aggregate principal amount of $6.4 million of our senior convertible notes, including accrued interest, subject to adjustment;

- 50,853 shares issued to the Selling Stockholder in connection with a securities purchase agreement dated June 30, 2014; and

- 568,889 shares issued or issuable to the Selling Stockholder upon exercise of warrants at an exercise price of $4.65 per share, subject to adjustment pursuant to the terms of the warrant.

This Supplement No. 14 incorporates into our prospectus the information contained in our attached Current Report on Form 8-K, which was filed with the Securities and Exchange Commission on February 12, 2015.

We may further amend or supplement the Prospectus from time to time by filing additional amendments or supplements as required. This prospectus supplement is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the Prospectus. You should read the entire Prospectus and any amendments or supplements carefully before you make an investment decision.

THESE SECURITIES ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK AND SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. PLEASE REFER TO RISK FACTORS BEGINNING ON PAGE 8 OF THE ORIGINAL PROSPECTUS.

THE SECURITIES AND EXCHANGE COMMISSION AND STATE SECURITIES REGULATORS HAVE NOT APPROVED OR DISAPPROVED THESE SECURITIES OR DETERMINED IF THE PROSPECTUS, OR ANY OF THE SUPPLEMENTS OR AMENDMENTS RELATING THERETO, IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Supplement No. 14 is February 12, 2015

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): February 12, 2015

Amedica Corporation

(Exact name of registrant as specified in its charter)

Delaware	**001-33624**	**84-1375299**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
1885 West 2100 South Salt Lake City, UT		**84119**

(Address of principal executive offices) (Zip Code)
Registrant s telephone number, including area code: (801) 839-3500

(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 (see General Instruction A.2. below):

¨ 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))

Item 8.01 Other Events.

On February 12, 2015, the Registrant issued a press release announcing submission of a 510(k) Application to the FDA for Composite Spinal Interbody Spacers with Porous Silicon Nitride Center. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated February 12, 2015.

SIGNATURE

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.

AMEDICA CORPORATION

Date: February 12, 2015

/s/ Ty Lombardi
Ty Lombardi
Vice President, Finance

Exhibit 99.1

Amedica Submits 510(k) Application to FDA for Composite Spinal Interbody Spacers with Porous Silicon Nitride Center

SALT LAKE CITY, February 12, 2015 Amedica Corporation (Nasdaq:AMDA), a company that develops and commercializes silicon nitride ceramics as a biomaterial platform, announced today that it has filed a submission for 510(k) clearance of the Valeo C Interbody with CsC Osteo-Conductive Scaffolding (Valeo C^{CsC}) with the U.S. Food and Drug Administration (FDA) relating to its composite silicon nitride spinal interbody devices.

Following the impressive cervical fusion outcomes from our CASCADE clinical trial, I am proud to announce that a 510(k) application for our Valeo C^{CsC} silicon nitride devices has been submitted to the FDA, and has passed their administrative review, said Dr. Sonny Bal, chairman and CEO of Amedica Corporation. The product is already cleared for sale in Europe. With the FDA application, we now seek to achieve clearance in the U.S. for our novel, porous synthetic interbody device that has shown fusion rates equivalent to a patient s own bone. The timer has now started with the FDA and we look forward to having the 510(k) reviewed and cleared. We continue to keep our potential and existing customers in close contact and maintain preparedness to begin domestic shipments as soon as clearance is received.

Pursuant to Section 510(k), the FDA has 90 days in which to clear the Class II medical device for commercial distribution or to seek additional information. The FDA previously confirmed that it would review the product as a medical device. Following notification of FDA clearance, the Company would immediately have the right to commence manufacturing, marketing and sales of the product in the United States and its possessions subject to FDA jurisdiction.

About Amedica Corporation

Amedica is focused on the development and application of medical-grade silicon nitride ceramics. Amedica markets spinal fusion products and is developing a new generation of wear- and corrosion-resistant implant components for hip and knee arthroplasty. The Company manufactures its products in its ISO 13485 certified manufacturing facility and, through its partnership with Kyocera, the world s largest ceramic manufacturer. Amedica s spine products are FDA-cleared, CE-marked, and are currently marketed in the U.S. and select markets in Europe and South America through its distributor network and its growing OEM partnerships.

For more information on Amedica or its silicon nitride material platform, please visit www.amedica.com.

Forward-Looking Statements

This press release contains statements that constitute forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. Forward-looking statements contained in this press release include the intent, belief or current expectations of Amedica and members of its management team

with respect to Amedica s future business operations as well as the assumptions upon which such statements are based. Forward-looking statements include specifically, but are not limited to our expectations that the FDA will review and clear the 510(k) and that we will be prepared to begin domestic shipments if and as soon as clearance is received. Such statements are subject to risks and uncertainties such as the timing and the results of FDA review of our 510(k) and success of new product introductions, physician acceptance, endorsement, and use of Amedica s products. Additional factors that could cause actual results to differ materially from those contemplated within this press release can also be found in Amedica s Risk Factors disclosure in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission (SEC) on March 31, 2014, and in Amedica s other filings with the SEC. Amedica disclaims any obligation to update any forward-looking statements.

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