

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

INMED PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

British Columbia
(State or other jurisdiction of
incorporation or organization)

98-1428279
(I.R.S Employer
Identification No.)

Suite 310 – 815 West Hastings Street
Vancouver, British Columbia V6C 1B4
Canada
Telephone: (604) 669-7207
(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

Registered Agent Solutions, Inc.
1100 H Street NW
Suite 840
Washington, DC 20005
Telephone: (888) 705-7274
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Bruce Colwill
Chief Financial Officer
InMed Pharmaceuticals Inc.
Suite 310 – 815 West Hastings Street
Vancouver, British Columbia V6C 1B4
Canada
Telephone: (604) 669-7207

Brian P. Fenske
Norton Rose Fulbright US LLP
1301 McKinney, Suite 5100
Houston, Texas 77010
Telephone: (713) 651-5557

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 the 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 definition of "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, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on [Form S-3](#) of InMed Pharmaceuticals Inc. (File No. 333-262532), originally filed on February 4, 2022 (the “Registration Statement”), is being filed solely to file an amended legal opinion attached as Exhibit 5.1 to the Registration Statement. Accordingly, this Amendment No. 1 consists solely of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the exhibit index and the signatures, and is not intended to amend or delete any part of the Registration Statement or prospectus included therein except as specifically noted herein.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. Exhibits.

(a) Exhibits

The following is a list of exhibits filed as part of this registration statement.

Exhibit No.	Exhibit Description
1.1*	Form of Underwriting Agreement
2.1 [^]	Amended and Restated Agreement and Plan of Reorganization, dated as of October 13, 2021, by and among InMed Pharmaceuticals Inc., BayMedica, LLC, BayMedica, Inc., BM REP, LLC, as the shareholder representative, and certain BayMedica shareholders thereto (incorporated by reference to Exhibit 2.1 to the Company's Form 10-K, filed on September 24, 2021).
3.1	Amended and Restated Articles (incorporated by reference to Exhibit 3.1 to the Company's Form S-1, filed on June 19, 2020).
4.1	Form of Specific Common Share Certificate (incorporated by reference to Exhibit 4.3 to the Company's Form S-1 filed on July 13, 2021).
4.2	Form of Common Shares Purchase Warrant (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on November 12, 2020).
4.3	Form of Common Shares Purchase Warrant (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on February 5, 2021).
4.4	Form of Series A Warrant (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on June 30, 2021).
4.5	Form of Pre-Funded Warrants (incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on June 30, 2021).
4.6	Form of Series A Warrant (to be issued pursuant to the Agreement and Plan of Reorganization, dated as of September 10, 2021, by and among InMed Pharmaceuticals Inc., InMed LLC, BayMedica, Inc., BM REP, LLC, as the shareholder representative, and certain shareholders thereto) (incorporated by reference to Exhibit 4.6 to the Company's Form 10-K filed on September 24, 2021).
4.7	Form of Series B Warrant (to be issued pursuant to the Agreement and Plan of Reorganization, dated as of September 10, 2021, by and among InMed Pharmaceuticals Inc., InMed LLC, BayMedica, Inc., BM REP, LLC, as the shareholder representative, and certain shareholders thereto) (incorporated by reference to Exhibit 4.7 to the Company's Form 10-K filed on September 24, 2021).
4.8	Description of Securities of InMed Pharmaceuticals Inc. (incorporated by reference to the Company's Form 8-A filed on November 5, 2020).
4.9*	Form of Warrant Agreement
4.10*	Form of Warrant Certificate
4.11*	Form of Unit Agreement
4.12*	Form of Subscription Agreement
5.1***	Opinion of Norton Rose Fulbright Canada LLP regarding legality of securities being registered.
23.1**	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2***	Consent of Norton Rose Fulbright Canada LLP (contained in Exhibit 5.1).
24.1**	Power of Attorney.
107**	Filing Fee Table

* To be filed, as applicable, as an Exhibit to a Current Report on Form 8-K or in a post-effective amendment to this registration statement.

** Previously filed.

*** Filed herewith.

[^] Portions of this exhibit have been omitted pursuant to Rule 601(b)(10) of Regulation S-K.

(b) Financial Statement

Schedules None

SIGNATURES

Pursuant to the requirements of the Securities Act, InMed Pharmaceuticals Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for 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 Vancouver, British Columbia, Canada, on February 9, 2022.

INMED PHARMACEUTICALS INC.

By: /s/ Eric A. Adams
Eric A. Adams
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on February 9, 2022.

Name	Title
<u>/s/ Eric A. Adams</u> Eric A. Adams	President, Chief Executive Officer and Director (principal executive officer)
<u>/s/ Bruce Colwill</u> Bruce Colwill	Chief Financial Officer (principal financial officer and principal accounting officer)
* <u>William J. Garner</u>	Director
* <u>Catherine A. Sazdanoff</u>	Director
* <u>Adam Cutler</u>	Director
* <u>Andrew Hull</u>	Director

* Pursuant to Power of Attorney

By: /s/ Eric A. Adams
Eric A. Adams
Attorney-in-Fact

AUTHORIZED U.S. REPRESENTATIVE

Pursuant to the requirements to Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement solely in the capacity of the duly authorized representative of InMed Pharmaceuticals Inc. in the United States on February 9, 2022.

By: * _____
Catherine Sazdanoff

* Pursuant to Power of Attorney

By: /s/ Eric A. Adams
Eric A. Adams
Attorney-in-Fact

February 9, 2022

InMed Pharmaceuticals Inc.
815 W. Hastings Street
Vancouver, British Columbia, Canada
V6C 1B4

 **NORTON ROSE FULBRIGHT**

Norton Rose Fulbright Canada LLP
510 West Georgia Street, Suite 1800
Vancouver, British Columbia V6B 0M3

F: +1 604.641.4949
nortonrosefulbright.com

Re: Registration Statement InMed Pharmaceuticals Inc. on Form S-3

Dear Sirs/Mesdames:

We have acted as Canadian counsel to InMed Pharmaceuticals Inc. (the “**Corporation**”), a corporation incorporated under the laws of the Province of British Columbia, in connection with the preparation and filing with the United States Securities and Exchange Commission (the “**Commission**”) of a Registration Statement (the “**Registration Statement**”) on Form F-3 under the *United States Securities Act of 1933*, as amended (the “**Act**”). The Registration Statement registers the issuance and sale of up to US\$50,000,000 of the Corporation’s common shares (“**Common Shares**”), Preferred shares (“**Preferred Shares**”), warrants to purchase other Securities (“**Warrants**”), units, comprised of one or more other Securities, in any combination (“**Units**”), and subscription receipts convertible into other Securities (“**Subscription Receipts**”) and together with the Common Shares, Preferred Shares, Warrants and Units, the “**Securities**”), all of which may be issued from time to time on a delayed or continuous basis pursuant to Rule 415 under the Act.

This opinion is being provided at the request of the Corporation. As Canadian counsel for the Corporation, we have examined a copy of the Registration Statement.

We have considered such questions of law, examined such statutes, regulations, corporate documents, records and certificates, opinions and instruments and have made such other investigations as we have considered necessary or desirable in connection with the opinions hereinafter set forth including, without limitation, a certificate of an officer of the Corporation (the “**Corporate Certificate**”) dated the date hereof addressed to Norton Rose Fulbright Canada LLP, with respect to certain factual matters.

We have relied upon the Corporate Certificate with respect to the accuracy of the factual matters contained in the Corporate Certificate, which matters have not been independently investigated or verified by us, and we have assumed that all factual statements made in the Corporate Certificate are complete, true and accurate as of the date of this opinion letter. To the extent that the Corporate Certificate, and any other certificate or document referenced herein, is based on any assumption, given in reliance on any other certificate or document, understanding or other criteria or is made subject to any limitation, qualification or exception, our opinions are also so based, given on such reliance and is so made subject.

In connection with our opinions, we have assumed (i) all information contained in all documents reviewed by us is true and correct, (ii) the genuineness of all signatures on all documents reviewed by us, (iii) the authenticity and completeness of all documents submitted to us as originals, (iv) the conformity to authentic originals of all documents submitted to us as certified or photostatic copies, (v) each natural person signing any document reviewed by us had the legal capacity to do so, none of which facts we have independently verified, (vi) no order, ruling or decision of any court or regulatory or administrative body is in effect at any relevant time that restricts the issuance of the Securities, (vii) there is no foreign law that would affect the opinion expressed herein, and (viii) at the time of the execution and delivery of any documents relating to the Securities or the offering thereof, to the extent such documents purport to constitute agreements, such documents constitute valid and binding obligations of such parties. We also have assumed the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

We have also assumed that at all relevant times:

1. the Corporation has the necessary corporate power and capacity to execute, deliver and perform its obligations under the terms and conditions of any purchase, underwriting or other agreement, indenture or instrument relating to the Corporation's creation, authentication, issuance, sale and/or delivery of the Securities to which the Corporation is party (any such agreement, the "**Agreement**");
2. the Corporation has the necessary corporate power and capacity to authorize, create, authenticate, validly issue, sell and deliver the Securities and perform its obligations under the terms and conditions of the Securities;
3. all necessary corporate action has been taken by the Corporation to duly authorize the execution and delivery by the Corporation of the Agreement and the performance of its obligations under the terms and conditions thereof;
4. all necessary corporate action has been taken by the Corporation to duly authorize, create, authenticate, sell, deliver and validly issue the Securities and to perform its obligations under the terms and conditions of the Securities, and all of the terms and conditions relevant to the execution, delivery and issuance of the Securities in the applicable Agreement have been complied with;
5. all necessary corporate action has been taken by the Corporation to duly authorize the terms of the offering of the Securities and related matters;
6. the Agreement (i) has been duly authorized, executed and delivered by all parties thereto and such parties have the capacity to do so; (ii) constitutes a legal, valid and binding obligation of all parties thereto; (iii) is enforceable in accordance with its terms against all parties thereto; and (iv) is governed by the laws of the Province of Ontario;
7. the Securities have been duly authorized, created, authenticated, sold and delivered and validly issued by the Corporation and any other person signing or authenticating the Securities, as applicable;
8. the terms of the offering of the Securities and related matters have been duly authorized by the Corporation;
9. the execution and delivery of the Agreement and the performance by the Corporation of its obligations under the terms and conditions thereunder do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the notice of articles or articles of the Corporation, any resolutions of the board of directors or shareholders of the Corporation, any agreement or obligation of the Corporation, or applicable law;
10. the authorization, creation, authentication, sale, delivery and issuance of the Securities and the Corporation's performance of its obligations under the terms and conditions of the Securities do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the notice of articles or articles of the Corporation, any resolutions of the board of directors or shareholders of the Corporation, any agreement or obligation of the Corporation, or applicable law; and
11. the terms of the offering of the Securities and related matters do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the notice of articles or articles of the Corporation, any resolutions of the board of directors or shareholders of the Corporation, any agreement or obligation of the Corporation, or applicable law.

Norton Rose Fulbright Canada LLP is a limited liability partnership established in Canada.

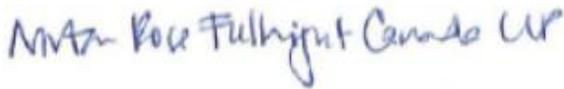
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Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, upon payment for the applicable Securities provided for in the applicable Agreement and when issued, sold and delivered in accordance with such Agreement, (i) Common Shares and Preferred Shares will be validly issued, fully paid and non-assessable shares in the capital of the Corporation, and (ii) Subscription Receipts, Warrants and Units will be validly created and issued securities of the Corporation and will constitute valid and legally binding obligations of the Company under applicable law governing the applicable Agreement.

This opinion letter is furnished solely for the benefit of the addressee in connection with the filing of the Registration Statement with the Commission and is not to be transmitted to any other person, nor is it to be relied upon by any other person or used for any other purpose or referred to in any public document or filed with any government agency or other person without our prior express consent. Our opinions are given as of the date of this opinion letter. Among other things, our opinions do not take into account any circumstance (including changes in law or facts or the conduct of any of the relevant parties) that may occur after that date. We assume no obligation to update or supplement any of the opinions set forth herein to reflect any changes of law or fact that may occur.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name on the cover page and under the captions "Legal Matters" and "Enforceability of Civil Liabilities" in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the rules and regulations promulgated thereunder

Yours truly,

A handwritten signature in blue ink that reads "Norton Rose Fulbright Canada LLP". The signature is written in a cursive, slightly slanted style.

/s/ Norton Rose Fulbright Canada LLP

Norton Rose Fulbright Canada LLP is a limited liability partnership established in Canada.

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