

**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): December 13, 2024

BONE BIOLOGICS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40899
(Commission
File Number)

42-1743430
(IRS Employer
Identification No.)

2 Burlington Woods Drive, Ste. 100
Burlington, MA
(Address of principal executive offices)

01803
(Zip Code)

Registrant's telephone number, including area code: **(781) 552-4452**

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	BBLG	Nasdaq Capital Market
Warrants to Purchase Common Stock, par value \$0.001 per share	BBLGW	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On December 13, 2024, Bone Biologics Corporation (the “Company”) filed a prospectus supplement to update the maximum amount of shares the Company is eligible to sell under the At The Market Offering Agreement (the “Sales Agreement”) with H.C. Wainwright & Co., LLC, dated September 27, 2024 to \$832,009. The Company previously sold approximately \$846,288 of shares of Common Stock pursuant to the Sales Agreement pursuant to a prior prospectus supplement dated September 27, 2024. A copy of the legal opinion as to the legality of the \$832,009 of shares of Common Stock issuable under the Sales Agreement and covered by the prospectus supplement is filed as Exhibit 5.1 attached hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Harter Secrest & Emery LLP
23.1	Consent of Harter Secrest & Emery LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

BONE BIOLOGICS CORPORATION

Date: December 13, 2024

By: /s/ Jeffrey Frelick
Jeffrey Frelick
Chief Executive Officer



Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

December 13, 2024

Bone Biologics Corporation
2 Burlington Woods Drive, Suite 100
Burlington, MA 01803

Re: Shelf Takedown Off of Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Bone Biologics Corporation, a Delaware corporation (the "Company"), in connection with the offer and sale by the Company from time to time of up to an aggregate of \$832,009 of shares (the "Shares") of its common stock, par value \$0.001 per share (the "Common Stock"), pursuant to an At The Market Offering Agreement, dated September 27, 2024 (the "At The Market Offering Agreement"), between the Company and H.C. Wainwright & Co., LLC, as selling agent. The Shares are being offered and sold pursuant to the Company's Registration Statement on Form S-3 (File No. 333-265872) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations promulgated thereunder, the prospectus, dated July 11, 2022 (the "Base Prospectus"), and the prospectus supplements filed under Rule 424(5) of the Securities Act, dated September 27, 2024 and December 13, 2024 (together, the "Prospectus Supplements," and together with the Base Prospectus, the "Prospectus").

As such counsel, we have assisted in the preparation and filing with the Commission of the Prospectus Supplements, which supplemented the Base Prospectus that was part of the Registration Statement that became effective with the Commission on July 11, 2022.

In connection with the foregoing, we have examined the At The Market Offering Agreement, the Company's Amended and Restated Certificate of Incorporation, as amended, (the "Certificate of Incorporation"), the Company's Amended and Restated Bylaws, as amended (the "Bylaws"), originals or copies of such corporate records of the Company, certificates and other communications of public officials, certificates of officers of the Company and such other documents as we have deemed relevant or necessary for the purpose of rendering the opinions expressed herein. As to questions of fact material to those opinions, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company and on certificates and other communications of public officials. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies thereof, the due authorization, execution and delivery by the parties thereto other than the Company of all documents examined by us, and the legal capacity of each individual who signed any of those documents.

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rochester, ny • buffalo, ny • albany, ny • corning, ny • new york, ny

Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

Bone Biologics Corporation
December 13, 2024
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Based upon the foregoing, and subject to the additional qualifications set forth below, we are of the opinion that the Shares have been authorized for issuance and, when the Shares are issued, delivered and paid for in accordance with the terms and conditions of the At The Market Offering Agreement, the Shares will be validly issued, fully paid and non-assessable.

For the purposes of this opinion letter, we have assumed that, at the time of the issuance, sale and delivery of the Shares: (i) the authorization thereof by the Company will not have been modified or rescinded, and there will not have occurred any change in law affecting the validity thereof; (ii) the Certificate of Incorporation and the Bylaws, as currently in effect, will not have been modified or amended and will be in full force and effect; (iii) that no more than 832,009 Shares will be sold for a consideration not less than the par value of the Common Stock; and (iv) the Company is validly existing and in good standing at the time of issuance.

The opinions expressed herein are limited exclusively to the applicable provisions of the Delaware General Corporation Law as currently in effect, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

This opinion letter has been prepared in accordance with the customary practice of lawyers who regularly give, and lawyers who regularly advise opinion recipients concerning, opinions of the type contained herein.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly addressed herein from any matter stated in this letter.

We consent to the use of this opinion as an exhibit to a Current Report on Form 8-K to be filed in connection with the Offering and the reference to this firm under the caption "Legal Matters" in the Prospectus Supplement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, and the rules and regulations thereunder.

This opinion is rendered to you as of the date hereof and we assume no obligation to advise you or any other person hereafter with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even though the changes may affect the legal analysis or legal conclusion or other matters in this letter.

Very truly yours,
/s/ Harter Secrest & Emery LLP
