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

FORM S-3

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

IMPRIMIS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State of other jurisdiction of
incorporation or organization)*

45-0567010
*(I.R.S. Employer
Identification No.)*

**12264 El Camino Real, Suite 350
San Diego, California 92130
(858) 704-4040**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Mark L. Baum
Chief Executive Officer
Imprimis Pharmaceuticals, Inc.
12264 El Camino Real, Suite 350
San Diego, California 92130
(858) 704-4040**

(Name, address, including zip code, and telephone number, including area code of agent for service)

Copy to:

**Andrew D. Hudders, Esq.
Golenbock Eiseman Assor Bell & Peskoe, LLP
711 Third Avenue
New York, New York 10017
(212) 907-7300**

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

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered ⁽¹⁾	Amount to be Registered ⁽²⁾⁽³⁾	Proposed maximum offering price per security ⁽³⁾	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
Common Stock, par value \$0.001 per share	5,257,828 shares	\$ 2.74	\$ 14,406,449	\$ 1,669.71
Common Stock, par value \$0.001 per share, underlying	5,468,141 shares	\$ 2.74	\$ 14,982,706	\$ 1,736.50
Total:	10,725,969 shares			\$ 3,406.21

- (1) The shares being registered hereunder consist of 5,257,828 shares of common stock and 5,468,141 shares of common stock that may be acquired upon exercise of warrants, in each case which shares of common stock may be sold from time to time by the selling stockholders.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended, the shares being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low per share prices of the registrant's common stock as report on The Nasdaq Capital Market on January 20, 2017.

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 (the "Securities Act") or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission (the "SEC"), acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 23, 2017

PROSPECTUS



**10,725,969 Shares
Common Stock**

This prospectus relates solely to the offer and sale from time to time of up to an aggregate of 10,725,969 shares of our common stock by the selling stockholders identified in this prospectus or a supplement hereto. These shares consist of shares of our common stock, and shares of our common stock underlying warrants, that we issued to the selling stockholders pursuant to a private placement of units, with each unit consisting of one share of common stock and one warrant to purchase one share of common stock.

This prospectus describes the general manner in which the shares of common stock may be offered and sold by the selling stockholders. If necessary, the specific manner in which shares of common stock may be offered and sold will be described in a supplement to this prospectus.

We are not offering any shares of common stock for sale under this prospectus, and we will not receive any of the proceeds from the sale or other disposition of the shares of common stock offered hereby.

Our common stock is listed on The Nasdaq Capital Market under the symbol "IMMY." On January 20, 2017, the last reported sale price of our common stock on The Nasdaq Capital Market was \$2.76.

Investing in our common stock involves risks. You should carefully consider the risks described under "Risk Factors" in Item 1A of our most recent Annual Report on Form 10-K and Item 1A of any subsequently filed Quarterly Reports on Form 10-Q (which documents are incorporated by reference herein), as well as the other information contained or incorporated by reference in this prospectus or in any prospectus supplement hereto before making a decision to invest in our common stock. See "Where You Can Find More Information" below.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____ .

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You should rely only on the information that we have provided or incorporated by reference in this prospectus, any applicable prospectus supplement and any related free writing prospectus that we may authorize to be provided to you. We have not authorized anyone to provide you with different information. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus, any applicable prospectus supplement or any related free writing prospectus that we may authorize to be provided to you. You must not rely on any unauthorized information or representation. This prospectus is an offer to sell only the securities offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. You should assume that the information in this prospectus, any applicable prospectus supplement or any related free writing prospectus is accurate only as of the date on the front of the document and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus, any applicable prospectus supplement or any related free writing prospectus, or any sale of a security.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission. Under that registration statement, the selling stockholders may offer from time to time up to an aggregate of 10,725,969 shares of common stock in one or more offerings.

The registration statement of which this prospectus is a part is being filed in accordance with the registration rights agreement, dated as of December 27, 2016, by and among Imprimis Pharmaceuticals, Inc. and the selling stockholders party thereto. Pursuant to the registration rights agreement, we have agreed to indemnify and hold harmless, to the extent permitted by law, each of the selling stockholders party to the registration rights agreement and each of such selling stockholder's officers, directors, members, managers, employees and agents, successors and assigns, and each other person, if any, who controls such selling stockholder within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), from and against certain losses, claims, damages and liabilities, including certain liabilities under the Securities Act.

The information appearing in this prospectus, any applicable prospectus supplement or any related free writing prospectus is accurate only as of the date of the document and any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus, any applicable prospectus supplement or any related free writing prospectus, or any sale of a security. Our business, financial condition, results of operations and prospects may have changed since those dates.

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been filed, will be filed or will be incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described below under the heading "Where You Can Find More Information."

We have registered trademarks, copyrights and/or pending trademark and copyright applications for Imprimis[®], ImprimisRx[®], Imprimis Pharmaceuticals[®], Imprimis Cares![®], SSP Technology[®], Go Dropless[®], LessDrops[®], Dropless Cataract Surgery[®], Dropless Cataract Therapy[®], Dropless Therapy[®], Trimoxi[®], Pred-Moxi[®], HLA[®], Triple Drop[®], ED Free[®], Defeat IC[®], Say Goodbye[®], Dropless[™], PPS-DR[™], Stericheck[™], Pred-Moxi-Ketor[™], Pred-Moxi-Brom[™], Pred-Ketor[™], Dex-Moxi[™], Combination Drop Therapy[™], Compounded Alternative[™], Compounded Choice[™], Custom Compounding Choice[™], Pred-Gati[™], Pred-Gati-Nepaf[™], Pred-Nepaf[™], Correct Compound[™], Making Drugs Affordable Again[™], Superbundle[™], People Focused[™], MKO Melt[™] and IV Free[™]. All other trademarks, service marks and trade names included or incorporated by reference into this prospectus, any applicable prospectus supplement or any related free writing prospectuses are the property of their respective owners.

Unless the context otherwise requires, the terms "we," "our," "us," "our company," and "Imprimis" refer to Imprimis Pharmaceuticals, Inc. and its subsidiaries.

IMPRIMIS PHARMACEUTICALS, INC.

Imprimis Pharmaceuticals, Inc. is a national leader in the development, production and dispensing of innovative proprietary compounded pharmaceuticals that we make available to physicians and patients at affordable prices. Under our Imprimis Cares[®] program, we own, market and dispense a portfolio of lower-cost compounded alternatives to higher-priced FDA-approved drugs in several therapeutic areas, including ophthalmology, urology, dermatology and infectious diseases. We believe our proprietary formulations may offer competitive advantages and serve unmet needs in the marketplace. We plan to expand our Imprimis Cares program by introducing additional customizable compounded drug formulations in order to provide patients with access to alternatives to increasingly expensive FDA-approved medications. Our Imprimis Cares program aligns with our corporate mission, vision and values of providing physicians and their patients with high-quality individualized compounded medications at accessible prices.

Outside of the Imprimis Cares program, we also make and dispense a portfolio of non-proprietary compounded drugs in therapeutic areas that may be overlooked by commercial pharmaceutical companies. We offer customizable compounding products that consist of sterile injectable and non-sterile integrative medicine therapies that are used in various therapeutic areas, including oncology, autoimmunity, chronic infectious diseases and endocrine and metabolic diseases.

Our ImprimisRx compounding facilities, based in New Jersey, California, and Pennsylvania, are through which we make, dispense and sell our proprietary compounded formulations and other non-proprietary products. All of our customized formulations are made in the United States.

We are incorporated in the State of Delaware. Our executive offices are located at 12264 El Camino Real, Suite 350, San Diego, California 92130 and our telephone number is (858) 704-4040. Our website address is imprimispharma.com. The information contained on, or that can be accessed through, our website is not a part of this prospectus.

RISK FACTORS

Investing in our common stock involves risk. Before deciding whether to invest in our common stock, you should consider carefully the risks and uncertainties described below. You should also consider the risks, uncertainties and assumptions discussed under the heading “Risk Factors” included in our most recent annual report on Form 10-K, as revised or supplemented by our most recent quarterly report on Form 10-Q, each of which is on file with the SEC and is incorporated herein by reference, and which may be amended, supplemented or superseded from time to time by other reports we file with the SEC in the future including any applicable prospectus supplement. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. If any of these risks actually occurs, our business, business prospects, financial condition or results of operations could be seriously harmed. This could cause the trading price of our common stock to decline, resulting in a loss of all or part of your investment. Please also read carefully the section below titled “Forward-Looking Statements.”

Risks Relating to the Offering by the Selling Stockholders

Issuance of shares of our common stock upon the exercise of warrants will dilute the ownership interest of our existing stockholders and could adversely affect the market price of our common stock.

The exercise of the warrants issued in the private placement will reduce a stockholder's percentage voting and ownership interest. The exercise, or potential exercise, of these warrants could adversely affect the market price of our common.

We may become obligated to pay liquidated damages if we fail to file, obtain effectiveness and maintain effectiveness of a registration statement under a registration rights agreement we entered into with the selling stockholders.

We have granted to the selling stockholders resale registration rights pursuant to the terms of a registration rights agreement. In addition to the registration rights, the selling stockholders are entitled to receive liquidated damages upon the occurrence of a number of events relating to filing, becoming effective and maintaining an effective registration statement covering the securities being registered. The liquidated damages will be payable upon the occurrence of each of those events and each monthly anniversary thereof until cured. The amount of liquidated damages payable per monthly period is equal to 1.0% of the aggregate purchase price paid by each selling stockholder, provided, however, the maximum aggregate liquidated damages payable to a selling stockholder is 10% of the aggregate subscription amount paid by a selling stockholder pursuant to the private placement.

FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, or Exchange Act. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" as well as similar expressions. Forward-looking statements reflect our current views with respect to future events, are based on assumptions and are subject to risks, uncertainties and other important factors. We discuss many of these risks, uncertainties and other important factors in greater detail under the heading "Risk Factors" contained in our most recent annual report on Form 10-K and in our most recent quarterly report on Form 10-Q, as well as any amendments thereto reflected in subsequent filings with the SEC. Given these risks, uncertainties and other important factors, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date such forward-looking statements are made. Except as required by law, we assume no obligation to update any forward-looking statements publicly, or to reflect facts and circumstances after the date of this prospectus. Before deciding to purchase our securities, you should carefully read both this prospectus, any applicable prospectus supplement and any related free writing prospectus, together with the information incorporated herein by reference as described under the heading "Incorporation of Certain Information by Reference," completely and with the understanding that our actual future results may be materially different from what we expect.

USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of common stock by the selling stockholders. We, however, will receive the exercise price of any of the warrants sold in the private placement; if all those warrants are exercised for cash, we would receive gross proceeds of approximately \$9.4 million. Any proceeds received on the exercise of the warrants would be used for general working capital purposes.

SELLING STOCKHOLDERS

2016 Private Placement Financing

On December 19, 2016, we entered into a securities purchase agreement with certain accredited investors that provided for the sale of 5,257,828 units, with each unit consisting of one share of common stock and one warrant to purchase one share of common stock, at a price of \$1.915 per unit, for aggregate gross proceeds of approximately \$10.1 million. The investors include four executive officers, employees and/or directors of our company, each of whom agreed to purchase the units on the same terms and conditions as the other investors. We closed the offering on December 27, 2016.

In connection with the private placement, we entered into a registration rights agreement, dated December 27, 2016, with the investors, pursuant to which we agreed to register for resale by the investors the shares of common stock, and the shares of common stock underlying the warrants, purchased by the investors pursuant to the securities purchase agreement. We committed to file the registration statement no later than January 26, 2017 and to cause the registration statement to become effective no later than April 26, 2017. The registration rights agreement provides for liquidated damages upon the occurrence of certain events, including our failure to file the registration statement on or before January 26, 2017 or cause it to become effective on or before April 26, 2017. The amount of liquidated damages payable to an investor would be 1.0% of the aggregate amount invested by an investor for each 30-day period, or pro rata portion thereof, during which the default continues, up to a maximum amount of 10% of the aggregate amount invested by the investor. We filed the registration statement of which this prospectus is a part with the SEC pursuant to the registration rights agreement.

National Securities Corporation acted as placement agent in the financing. For its services as placement agent, we agreed to pay to National Securities Corporation a cash commission equal to 7.5% of the gross proceeds from the sale of the units and issue it a three-year warrant to purchase that number of shares of common stock equal to 4% of the number of shares of common stock issued to the investors in the private placement (excluding the shares of common stock underlying the warrants). Pursuant to this agreement, at the closing of the financing, we issued to National Securities Corporation a three-year warrant to purchase up to 210,313 shares of common stock. National Securities Corporation is a selling stockholder.

Selling Stockholder Table

The following table sets forth for each selling stockholder, the name, the number and percentage of shares of common stock beneficially owned as of January 20, 2017, the maximum number of shares of common stock that may be offered pursuant to this prospectus and the number and percentage of shares of common stock that would be beneficially owned after the sale of the maximum number of shares of common stock, and is based upon information provided to us by each selling stockholder for use in this prospectus. The information presented in the table is based on 18,627,915 shares of our common stock outstanding on January 20, 2017.

The warrants held by the selling stockholders are not exercisable until June 27, 2017. For purposes of the table below, shares of common stock and percentage ownership listed in the following table assume that the warrants are currently exercisable and thus the shares of common stock underlying their warrants are deemed to be outstanding and to be beneficially owned by the selling stockholder holding the warrants, but are not treated as outstanding for the purpose of computing the percentage ownership of any other selling stockholder.

Unless otherwise indicated below, to our knowledge, the persons named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

NAME OF SELLING STOCK HOLDER	Shares Beneficially Owned		Maximum Number of Shares to be Sold Hereunder	Shares Beneficially Owned After the Sale of the Maximum Number of Shares	
	Number ⁽¹⁾	Percentage		Number	Percentage
EMPLOYEES AND DIRECTORS:					
BEADORE TRUST DATED MARCH 20, 2015	1,088,076 ⁽²⁾	5.7%	312,000	776,076	4.1%
ANDREW & BRITTANY BOLL	205,400 ⁽³⁾	1.1%	78,000	127,400	*
RICHARD L. LINDSTROM	217,094 ⁽⁴⁾	1.2%	200,000	17,094	*
DENNIS E. SAADEH	193,019 ⁽⁵⁾	1.0%	100,000	93,019	*
OTHER SELLING STOCKHOLDERS:					
ANDREW SCHWARTZBERG	456,000	2.4%	456,000	0	*
KEITH ARCHER IRA ⁽⁶⁾	35,000 ⁽⁷⁾	*	26,000	9,000	*
B & D INVESTMENTS LLC ⁽⁸⁾	256,635 ⁽⁹⁾	1.4%	104,000	152,635	*
BIBICOFF FAMILY TRUST ⁽¹⁰⁾	52,000	*	52,000	0	*
ANTHONY J. BRENT AND ALEXANDRA H. BRENT	57,000 ⁽¹¹⁾	*	52,000	5,000	*
MICHAEL SEAN BROWNING	48,000 ⁽¹²⁾	*	40,000	8,000	*
SIVAN PADNOS CASPI AND TAL A. CASPI JTWROS	30,000	*	30,000	0	*
JASON ROBERT CAVALIER	289,134 ⁽¹³⁾	1.5%	208,000	81,134	*
MICHAEL J. CAVALIER, JR.	147,925 ⁽¹⁴⁾	*	104,000	43,925	*
R & A CHADE FAMILY TRUST ⁽¹⁵⁾	64,000 ⁽¹⁶⁾	*	52,000	12,000	*
THE STEVEN AND KRISTIN CHAPIN FAMILY TRUST ⁽¹⁷⁾	103,000 ⁽¹⁸⁾	*	78,000	25,000	*
CLIFFORD FAMILY TRUST DATED DECEMBER 22, 1999 ⁽¹⁹⁾	125,000 ⁽²⁰⁾	*	60,000	65,000	*
NFS/FTMC ROLLOVER IRA FBO ROBERT C. CLIFFORD ⁽²¹⁾	100,000	*	100,000	0	*
CONRAD GROUP INC. DEFINED BENEFIT PLAN ⁽²²⁾	104,000	*	104,000	0	*
STEPHEN DENELSKY	104,000	*	104,000	0	*
NFS/FTMC SEP IRA FBO ANKUR V. DESAI ⁽²³⁾	54,000 ⁽²⁴⁾	*	52,000	2,000	*
PETER C. GERLACH	52,000	*	52,000	0	*
GFLT 1999 ⁽²⁵⁾	181,000 ⁽²⁶⁾	*	156,000	25,000	*
SANFORD GREENBERG	26,000	*	26,000	0	*
JOHN J. GRIMLEY JR.	193,200 ⁽²⁷⁾	1.0%	104,000	89,200	*
THE HANDLER REVOCABLE TRUST ⁽²⁸⁾	24,000 ⁽²⁹⁾	*	12,000	12,000	*
JAMES P. HUGGINS REVOCABLE TRUST ⁽³⁰⁾	104,000	*	104,000	0	*

NAME OF SELLING STOCKHOLDER	Shares Beneficially Owned		Maximum Number of Shares to be Sold Hereunder	Shares Beneficially Owned After the Sale of the Maximum Number of Shares	
	Number ⁽¹⁾	Percentage		Number	Percentage
CARY MARK HURWITZ AND SARAH JANE BARNEY, AS CO-TRUSTEES OF THE CS FAMILY TRUST, DATED SEPTEMBER 13, 2012 ⁽³¹⁾	26,000	*	26,000	0	*
CHRISTOPHER D. AND KAREN W. JENNINGS	52,000	*	52,000	0	*
KEPMEN CAPITAL ⁽³²⁾	130,000	*	130,000	0	*
DANIEL P. LANDRY	205,249 ⁽³³⁾	1.1%	156,000	49,249	*
BLUE EARTH FUND, LP ⁽³⁴⁾	312,000	1.7%	312,000	0	*
JEFFREY MAROZ	67,575 ⁽³⁵⁾	*	62,000	5,575	*
SHAWN "CAL" MCALLISTER, AMANDA MCALLISTER	52,000	*	52,000	0	*
DAVID S. NAGELBERG 2003 REVOCABLE TRUST ⁽³⁶⁾	104,000	*	104,000	0	*
BENJAMIN L. PADNOS	156,000	*	156,000	0	*
DANIEL P. PADNOS JTWROS	52,000	*	52,000	0	*
JONATHAN PADNOS	104,000	*	104,000	0	*
JEFFREY S. PADNOS & MARGARET M. PADNOS JTWROS	104,000	*	104,000	0	*
WILEY MARK PICKETT AND JOANE DRAKE HENNEBERGER PICKETT, TRUSTEES OF THE PICKETT HENNEBERGER FAMILY TRUST DTD 4-23-13 AND ANY AMENDMENTS THERETO ⁽³⁷⁾	52,000	*	52,000	0	*
NFS/FMTC SEP IRA FBO ERICK RICHARDSON ⁽³⁸⁾	522,000	2.8%	522,000	0	*
JAMES M. RUCKER	30,000	*	30,000	0	*
PETER A. APPEL	1,044,000	5.5%	1,044,000	0	*
STEPHEN WALKER FAMILY TRUST ⁽³⁹⁾	208,000	1.1%	208,000	0	*
JAMES TIERNEY	100,000	*	100,000	0	*
VALLEY HIGH LIMITED PARTNERSHIP ⁽⁴⁰⁾	260,000	1.4%	260,000	0	*
BRIAN WEITMAN	52,000	*	52,000	0	*
JAY WIVIOTT	60,000 ⁽⁴¹⁾	*	52,000	8,000	*
YKA PARTNERS, LLC ⁽⁴²⁾	104,000	*	104,000	0	*
ZHUGE LIANG, LLC ⁽⁴³⁾	52,000 ⁽⁴⁴⁾	*	40,000	12,000	*
JOHN W STADTLER	26,110	*	26,110	0	*
SCOTT J GEHSMANN	20,888	*	20,888	0	*
RICH SHAPPARD	41,776	*	41,776	0	*
MARIOS KARAYANNIS	26,108	*	26,108	0	*
JOHN RICHARD STAMM	20,888	*	20,888	0	*
JAY D MELDRUM	10,440	*	10,440	0	*
JOSEPH M DIANGELO	26,108	*	26,108	0	*
MILES E EVERSON	52,220	*	52,220	0	*
MICHAEL BURWELL	102,564	*	102,564	0	*
MICHAEL FAHEY	26,108	*	26,108	0	*

NAME OF SELLING STOCKHOLDER	Shares Beneficially Owned		Maximum Number of Shares to be Sold Hereunder	Shares Beneficially Owned After the Sale of the Maximum Number of Shares	
	Number ⁽¹⁾	Percentage		Number	Percentage
CHARLES CHRISTENSEN	76,924	*	76,924	0	*
MARK R DEMICH	20,888	*	20,888	0	*
MARK W BOYER	104,436	*	104,436	0	*
BALLINGTON LIVING TRUST DATED 08/05/2014 ⁽⁴⁵⁾	52,220	*	52,220	0	*
DONALD P SESTERHENN	52,220	*	52,220	0	*
MICHAEL J MULDOON & PAMELA J MULDOON	26,108	*	26,108	0	*
JOSEPH ATKINSON	20,888	*	20,888	0	*
DONALD L HULET	20,888	*	20,888	0	*
JOSEPH MICHALCZYK	20,888	*	20,888	0	*
ALAN R AUGENSTEIN	20,888	*	20,888	0	*
JAMES M KOCH	52,220	*	52,220	0	*
SAMIR A MAMMADOV	52,220	*	52,220	0	*
EUCLID P ZURBARAN & CRISTINA ELGARRESTA	20,888	*	20,888	0	*
KEVIN P SMITHSON	10,440	*	10,440	0	*
DAVID B O'NEILL	102,564	*	102,564	0	*
AMARESH TRIPATHY	26,108	*	26,108	0	*
DONALD CAMERON	52,220	*	52,220	0	*
MICHAEL EBEDES	26,108	*	26,108	0	*
CRAIG FRIOU	20,888	*	20,888	0	*
STEPHEN V ZAWOYSKI	20,888	*	20,888	0	*
ANDREW NOLAN	26,108	*	26,108	0	*
KEVIN A HEALY	31,332	*	31,332	0	*
JEFFERY L MILLER & KHRISTEN N ZAR	20,888	*	20,888	0	*
ADAN MARTINEZ	20,888	*	20,888	0	*
DENNIS D HOWARTER & PAMELA J HOWARTER	62,660	*	62,660	0	*
MARK A HERNDON & SARAH HERNDON	26,108	*	26,108	0	*
GARY STERBINSKY	52,220	*	52,220	0	*
KEITH JACKSON	127,414	*	127,414	0	*
BRET GRIFFIN	26,108	*	26,108	0	*
RUSSELL MOORE	52,220	*	52,220	0	*
JORGE MORAZZANI	20,888	*	20,888	0	*
FREDERICK M KELSO	31,332	*	31,332	0	*
MICHAEL P QUACKENBUSH JR	26,108	*	26,108	0	*
JAMES ERIC NICELY & KAREN B. NICELY	20,888	*	20,888	0	*
MATTHEW W. CAMBI	20,888	*	20,888	0	*
JEDIDIAH MARSHALL	20,888	*	20,888	0	*
KEITH A BELOTE	20,888	*	20,888	0	*
MICHAEL L DESAUTELS	26,108	*	26,108	0	*
JONATHAN GRALNICK	26,108	*	26,108	0	*

NAME OF SELLING STOCKHOLDER	Shares Beneficially Owned		Maximum Number of Shares to be Sold Hereunder	Shares Beneficially Owned After the Sale of the Maximum Number of Shares	
	Number ⁽¹⁾	Percentage		Number	Percentage
RONALD J CIASULLI	52,220	*	52,220	0	*
HOWARD ALTSHULER	20,888	*	20,888	0	*
EMILIO DIMATTEO	41,776	*	41,776	0	*
ROBERT W KASTENSCHMIDT	52,220	*	52,220	0	*
JAMES SOMERS	102,564	*	102,564	0	*
JOSE M MARTINEZ	26,108	*	26,108	0	*
MARIO R DELL'AERA JR	208,876	1.1%	208,876	0	*
DAVID PETTERSON	102,564	*	102,564	0	*
CARLO ALBERICI	26,108	*	26,108	0	*
WENDELL YOUNG	20,888	*	20,888	0	*
RICHARD JEANNERET	76,924	*	76,924	0	*
RAJIV A THADANI	20,888	*	20,888	0	*
ANTHONY D JOHNSTON	52,220	*	52,220	0	*
KEVIN J HERZBERG	26,108	*	26,108	0	*
HAROLD WAYNE SMITH	52,220	*	52,220	0	*
BRIAN L HECKLER	67,884	*	67,884	0	*
KEVIN M BORKOWSKI	20,888	*	20,888	0	*
EDMOND ALLEN MORRISON	26,108	*	26,108	0	*
ALOK MAHAJAN	26,108	*	26,108	0	*
JOHN F MCCARTHY	52,220	*	52,220	0	*
KIM E TOBLER	26,108	*	26,108	0	*
JONATHAN E ANSBACHER	26,108	*	26,108	0	*
MICHAEL E MCLAUGHLIN	20,000	*	20,000	0	*
MICHAEL SNOW	26,108	*	26,108	0	*
KEVIN M MACKENZIE	52,220	*	52,220	0	*
JOSEPH S MCLAUHLAN	52,220	*	52,220	0	*
ERIC A RISO	52,220	*	52,220	0	*
KURTIS S KRENTZ	52,220	*	52,220	0	*
JAMES R ALDRIDGE	52,220	*	52,220	0	*
JOHN KLINGE	20,888	*	20,888	0	*
JAMES C LESLIE	26,108	*	26,108	0	*
DAVID A FITZ	52,220	*	52,220	0	*
DENIS BERRY	76,924	*	76,924	0	*
WILLIAM E MARX	52,220	*	52,220	0	*
MAZ PARTNERS LP ⁽⁴⁶⁾	52,220	*	52,220	0	*
JAMES M GIBBONS & MELISSA H GIBBONS	20,888	*	20,888	0	*
MAJBRIIT ROSENBAUM	52,220	*	52,220	0	*
NFS/FMTC ROLLOVER IRA FBO DENIS BERRY ⁽⁴⁷⁾	92,592	*	92,592	0	*
PETER RABCEVICS	26,108	*	26,108	0	*
GERARD AND ELIZABETH ALTONJI	26,108	*	26,108	0	*
TIMOTHY A & KATHLEEN M WATKINS	20,888	*	20,888	0	*
CRAIG JEFFREY TAINES	52,000	*	52,000	0	*

NAME OF SELLING STOCKHOLDER	Shares Beneficially Owned		Maximum Number of Shares to be Sold Hereunder	Shares Beneficially Owned After the Sale of the Maximum Number of Shares	
	Number ⁽¹⁾	Percentage		Number	Percentage
RICHARD STEIN	26,000	*	26,000	0	*
VINCENT MAIORANO	52,000	*	52,000	0	*
TARGETED INVESTMENTS 2028 LLC ⁽⁴⁸⁾	76,924	*	76,924	0	*
NATIONAL SECURITIES CORP. ⁽⁴⁹⁾	210,313	1.1%	210,313	0	*
TOTAL			10,725,969		

* Represents beneficial ownership of less than one percent.

- (1) Each unit purchased in the private placement consisted on one share of common stock and one warrant to purchase one share of common stock. Therefore, unless otherwise indicated, of the number of shares beneficially owned by each selling stockholder, 50% represents shares of common stock and 50% represents shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (2) Mark L. Baum exercises voting and investment authority over the shares held by this selling stockholder. Total includes 450,400 shares of common stock issuable to Mark L. Baum upon the exercise of stock options exercisable within 60 days after January 20, 2017 and 156,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (3) Includes 112,400 shares of common stock issuable upon the exercise of stock options exercisable within 60 days January 20, 2017 and 39,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (4) Includes 12,625 shares of common stock issuable upon Mr. Lindstrom's discontinuation of service as a director and 100,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (5) Includes 2,498 shares of common stock issuable upon the exercise of stock options exercisable within 60 days January 20, 2017, 26,966 shares of common stock underlying a convertible deferred acquisition obligation and 50,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (6) Keith Archer exercises voting and investment authority over the shares held by this selling stockholder.
- (7) Includes 13,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (8) Don Miloni exercises voting and investment authority over the shares held by this selling stockholder.
- (9) Includes 52,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019
- (10) Harvey Bibicoff exercises voting and investment authority over the shares held by this selling stockholder.
- (11) Includes 26,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (12) Includes 20,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (13) Includes 104,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (14) Includes 52,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (15) Richard Chade exercises voting and investment authority over the shares held by this selling stockholder.
- (16) Includes 26,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (17) Steven Chapin exercises voting and investment authority over the shares held by this selling stockholder.
- (18) Includes 39,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (19) Robert Clifford exercises voting and investment authority over the shares held by this selling stockholder.
- (20) Includes 15,000 shares of common stock underlying warrants exercisable within 60 days January 20, 2017 and 30,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (21) Brett Conrad exercises voting and investment authority over the shares held by this selling stockholder.
- (22) Includes 31,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (23) Ankur Desai exercises voting and investment authority over the shares held by this selling stockholder.
- (24) Includes 26,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (25) Steve Gubner exercises voting and investment authority over the shares held by this selling stockholder.
- (26) Includes 78,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (27) Includes 52,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (28) Brad Handler exercises voting and investment authority over the shares held by this selling stockholder.

- (29) Includes 6,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019
- (30) James Huggins exercises voting and investment authority over the shares held by this selling stockholder.
- (31) Cary Hurwitz Huggins exercises voting and investment authority over the shares held by this selling stockholder.
- (32) Martin Regan exercises voting and investment authority over the shares held by this selling stockholder.
- (33) Includes 34,000 shares of common stock underlying warrants exercisable within 60 days January 20, 2017 and 78,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (34) Brett Conrad exercises voting and investment authority over the shares held by this selling stockholder.
- (35) Includes 31,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (36) David Nagelberg exercises voting and investment authority over the shares held by this selling stockholder.
- (37) Wiley Pickett exercises voting and investment authority over the shares held by this selling stockholder.
- (38) Erick Richardson exercises voting and investment authority over the shares held by this selling stockholder.
- (39) Stephen Walker exercises voting and investment authority over the shares held by this selling stockholder.
- (40) Emily Fairbairn exercises voting and investment authority over the shares held by this selling stockholder.
- (41) Includes 26,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019.
- (42) Ken Aldrich exercises voting and investment authority over the shares held by this selling stockholder.
- (43) Aaron Grunfeld exercises voting and investment authority over the shares held by this selling stockholder.
- (44) Includes 20,000 shares of common stock underlying warrants exercisable from June 27, 2017 to December 27, 2019
- (45) Edward William Sean Ballington exercises voting and investment authority over the shares held by this selling stockholder.
- (46) Walter Schenker exercises voting and investment authority over the shares held by this selling stockholder.
- (47) Denis Berry exercises voting and investment authority over the shares held by this selling stockholder.
- (48) Christopher Finnerty exercises voting and investment authority over the shares held by this selling stockholder.
- (49) Jonathan Price exercises voting and investment authority over the shares held by this selling stockholder. National Securities Corp. is a member of FINRA and may be deemed to be an underwriter of the shares being sold.

PLAN OF DISTRIBUTION

The selling stockholders, which as used herein includes donees, pledgees, transferees or other successors-in-interest selling shares of common stock received after the date of this prospectus from a selling stockholder as a gift, pledge, partnership distribution or other transfer, may, from time to time, sell, transfer or otherwise dispose of any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices.

The selling stockholders may use any one or more of the following methods when disposing of shares or interests therein:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales effected after the date the registration statement of which this Prospectus is a part is declared effective by the SEC;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share; and
- a combination of any such methods of sale.

The selling stockholders may, from time to time, pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock, from time to time, under this prospectus, or under an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

In connection with the sale of our common stock, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling stockholders may also sell shares of our common stock short and deliver these securities to close out their short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The aggregate proceeds to the selling stockholders from the sale of the common stock offered by them will be the purchase price of the common stock less discounts or commissions, if any. Each of the selling stockholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents. We will not receive any of the proceeds from the sale of common stock by the selling stockholders.

The selling stockholders also may resell all or a portion of the shares in open market transactions in reliance upon Rule 144 under the Securities Act of 1933, provided that they meet the criteria and conform to the requirements of that rule.

The selling stockholders and any underwriters, broker-dealers or agents that participate in the sale of the common stock or interests therein may be “underwriters” within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. Selling stockholders who are “underwriters” within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act.

To the extent required, the shares of our common stock to be sold, the names of the selling stockholders, the respective purchase prices and public offering prices, the names of any agents, dealer or underwriter, any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

In order to comply with the securities laws of some states, if applicable, the common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the common stock may not be sold unless it has been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

We have advised the selling stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their affiliates. In addition, to the extent applicable we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

We have agreed to indemnify the selling stockholders against liabilities, including liabilities under the Securities Act and state securities laws, relating to the registration of the shares offered by this prospectus.

We have agreed with the selling stockholders to keep the registration statement of which this prospectus constitutes a part effective until the earlier of (i) one year from the date of effectiveness; (ii) such time as all of the shares covered by this prospectus have been disposed of pursuant to and in accordance with the registration statement; or (iii) the date on which the shares may be sold without manner of sale or volume restrictions pursuant to Rule 144 of the Securities Act.

LEGAL MATTERS

The validity of the common stock being offered hereby will be passed upon for us by Golenbock, Eiseman, Assor Bell & Peskoe, LLP, New York, New York.

EXPERTS

The consolidated financial statements of Imprimis Pharmaceuticals, Inc. and its subsidiaries included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 have been audited by KMJ Corbin & Company LLP, an independent registered public accounting firm, as stated in their report which is incorporated by reference herein, and has been so incorporated in reliance upon such report and upon the authority of such firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus is part of the registration statement on Form S-3 we filed with the SEC under the Securities Act and does not contain all the information set forth in the registration statement. Whenever a reference is made in this prospectus to any of our contracts, agreements or other documents, the reference may not be complete and you should refer to the exhibits that are a part of the registration statement or the exhibits to the reports or other documents incorporated by reference into this prospectus for a copy of such contract, agreement or other document. Because we are subject to the information and reporting requirements of the Exchange Act, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC. You should read the information incorporated by reference because it is an important part of this prospectus. We incorporate by reference the following information or documents that we have filed with the SEC (Commission File No. 001-35814):

- our Annual Report on Form 10-K for our fiscal year ended December 31, 2015;
- our Proxy Statement on Schedule 14A for our 2016 annual meeting filed on April 27, 2016;
- our Quarterly Report on Form 10-Q for our quarter ended March 31, 2016, our Quarterly Report on Form 10-Q for our quarter ended June 30, 2016, and our Quarterly Report on Form 10-Q for our quarter ended September 30, 2016;
- our Current Reports on Form 8-K filed on January 6, 2016, January 25, 2016, March 3, 2016, March 11, 2016, April 26, 2016, June 7, 2016, June 15, 2016, June 17, 2016, August 11, 2016, September 14, 2016, September 26, 2016, November 9, 2016, November 15, 2016, December 23, 2016 and December 29, 2016; and
- the description of our common stock contained in our Registration Statement on Form 8-A filed with the SEC on February 7, 2013, including any amendments or reports filed for the purpose of updating such description.

Any information in any of the foregoing documents will automatically be deemed to be modified or superseded to the extent that information in this prospectus or in a later filed document that is incorporated or deemed to be incorporated herein by reference modifies or replaces such information.

We also incorporate by reference any future filings (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, including all such reports filed after the date of the initial registration statement and prior to effectiveness of the registration statement, until we file a post-effective amendment that indicates the termination of the offering of the securities made by this prospectus. Information in such future filings updates and supplements the information provided in this prospectus. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that statements in the later filed document modify or replace such earlier statements.

We will furnish without charge to each person to whom a copy of this prospectus is delivered, upon written or oral request, a copy of the documents that have been incorporated by reference into this prospectus, including exhibits to these documents. You should direct any requests for copies to: Imprimis Pharmaceuticals, Inc., 12264 El Camino Real, Suite 350, San Diego, CA 92130, Attention: Investor Relations. You may also make such requests by contacting us at (858) 704-4040.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth the costs and expenses payable by the Registrant in connection with the offering of the securities being registered. All amounts are estimates, except the SEC registration fee.

SEC registration fee	\$	3,406
Accounting fees and expenses	\$	5,000
Legal fees and expenses	\$	20,000
Printing and miscellaneous expenses	\$	1,000
Total	\$	<u>29,406</u>

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation or a derivative action), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe their conduct was unlawful.

A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

Article Eighth of the Registrant's amended and restated certificate of incorporation specifies that the Registrant shall indemnify its directors, officers, employees and agents to the full extent that such right of indemnity is permitted by law. This provision is deemed to be a contract between the Registrant and each director and officer who serves in such capacity at any time while such provision and the relevant provisions of the Delaware General Corporation Law are in effect, and any repeal or modification thereof shall not offset any right to indemnification in respect of action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 102(b)(7) of the Delaware General Corporation Law enables a corporation in its certificate of incorporation to limit the personal liability of members of its board of directors for violation of a director's fiduciary duty of care. This section does not, however, limit the liability of a director for breaching his or her duty of loyalty, failing to act in good faith, engaging in intentional misconduct or knowingly violating a law, authorizing unlawful payments of dividends or unlawful redemptions or stock purchases as contemplated by Section 174 of Delaware General Corporation Law, or from any transaction in which the director derived an improper personal benefit. This section also will have no effect on claims arising under the federal securities laws. The Registrant's amended and restated certificate of incorporation limits the liability of its directors as authorized by Section 102(b)(7).

The Registrant has obtained liability insurance for the benefit of its directors and officers which provides coverage for losses of directors and officers for liabilities arising out of claims against such persons acting as directors or officers of the Registrant (or any subsidiary thereof) due to any breach of duty, neglect, error, misstatement, misleading statement, omission or act done by such directors and officers, except as prohibited by law.

ITEM 16. EXHIBITS.

See the Exhibit Index which is incorporated herein by reference.

ITEM 17. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(i) include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 and Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Exchange Act and will be governed by the final adjudication of such issue.

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 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 San Diego, State of California, on January 23, 2017.

IMPRIMIS PHARMACEUTICALS, INC.

By: /s/ Mark L. Baum

Mark L. Baum,
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Mark L. Baum and Andrew R. Boll, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates stated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark L. Baum</u> Mark L. Baum	Chief Executive Officer and Director (Principal Executive Officer)	January 23, 2017
<u>/s/ Andrew R. Boll</u> Andrew R. Boll	Chief Financial Officer (Principal Financial and Accounting Officer)	January 23, 2017
<u>/s/ Stephen G. Austin</u> Stephen G. Austin	Director	January 23, 2017
<u>/s/ Robert J. Kammer</u> Robert J. Kammer	Chairman of the Board	January 23, 2017
<u>/s/ Richard L. Lindstrom</u> Richard L. Lindstrom	Director	January 23, 2017
<u>/s/ Anthony J. Principi</u> Anthony J. Principi	Director	January 23, 2017

EXHIBIT INDEX

Exhibit Number	Exhibit Description
3.1 ⁽¹⁾	Amended and Restated Certificate of Incorporation of the Registrant
3.2 ⁽²⁾	By-Laws of the Registrant
5.1 [*]	Opinion of Golenbock Eiseman Assor Bell & Peskoe LLP
10.1 ⁽³⁾	Securities Purchase Agreement, dated December 19, 2016, among the Registrant and the investors identified therein
10.2 ⁽⁴⁾	Form of Registration Rights Agreement among the Registrant and the investors identified therein
10.3 ⁽⁵⁾	Form of Warrant
23.1 [*]	Consent of KMJ Corbin & Company LLP
23.2	Consent of Golenbock Eiseman Assor Bell & Peskoe LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

* Filed herewith

1. Incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by the Registrant on March 12, 2015.
2. Incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed by the Registrant on March 28, 2014.
3. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on December 23, 2016.
4. Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Registrant on December 23, 2016.
5. Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the Registrant on December 23, 2016.

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

January 23, 2017

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

Ladies and Gentlemen:

We have acted as counsel to Imprimis Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed by the Company under the Securities Act of 1933, as amended (the "Securities Act"), relating to the sale from time to time by certain selling stockholders of an aggregate of 10,725,969 shares (the "Shares") of common stock, \$0.001 par value per share, of the Company (the "Common Stock"). The Shares consist of (i) 5,257,828 outstanding shares (the "Issued Shares") of Common Stock and (ii) 5,468,141 shares (the "Warrant Shares") of Common Stock that may be acquired upon exercise of outstanding warrants ("Warrants"). The Shares may be sold or delivered from time to time as set forth in the Registration Statement, any amendment thereto, the prospectus contained therein (the "Prospectus") and supplements to the Prospectus and pursuant to Rule 415 under the Securities Act.

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 Shares, 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.

On the basis of the foregoing and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that (a) the Issued Shares have been duly authorized and validly issued and are fully paid and non-assessable and (b) the Warrant Shares issuable upon exercise of the Warrants have been duly authorized, and upon issuance in conformity with and pursuant to terms and conditions of the Warrants, and following receipt by the Company of the consideration therefor as specified in the Warrants, the Warrant Shares 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 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 Shares.

This opinion is issued to you solely for use in connection with the Registration Statement 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 filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus which forms part of the Registration Statement. 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 of the Securities and Exchange Commission adopted under the Securities Act.

Very truly yours,

/s/ Golenbock Eiseman Assor Bell & Peskoe LLP

Consent of Independent Registered Public Accounting Firm

Imprimis Pharmaceuticals, Inc.
San Diego, California

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 23, 2016, relating to the consolidated financial statements of Imprimis Pharmaceuticals, Inc. and subsidiaries, appearing in the Annual Report on Form 10-K of Imprimis Pharmaceuticals, Inc. for the year ended December 31, 2015, and to the reference to us under the heading “Experts” in the Prospectus, which is part of this Registration Statement.

/s/ KMJ Corbin & Company LLP
Costa Mesa, California

January 23, 2017
