
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Amendment No. 1
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT
OF 1933

Sorrento Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

33-0344842
(I.R.S. Employer Identification No.)

6042 Cornerstone Ct. West, Suite B
San Diego, California 92121
(858) 210-3700

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

Dr. Henry Ji
Chief Executive Officer
Sorrento Therapeutics, Inc.
6042 Cornerstone Ct. West, Suite B
San Diego, California 92121
(858) 210-3700

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

With copies to:

Jeffrey J. Fessler, Esq.
Marcelle S. Balcombe, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, New York 10006 Telephone: (212) 930-9700
Facsimile: (212) 930-9725

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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if smaller reporting company)

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 that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-189538) of Sorrento Therapeutics, Inc. is being filed solely to file the Opinion of Sichenzia Ross Friedman Ference LLP as to the legality of the securities being registered 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, Exhibit 5.1, and the signature page. The Amendment No. 1 does not modify any provision of the Registration Statement except as specifically noted herein.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

- a) Exhibits.

Exhibit Number	Description of Document
1.1*	Form of Underwriting Agreement
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 23, 2009)
3.2**	Restated Certificate of Incorporation
3.3	Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on October 23, 2009)
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 23, 2009).
4.2*	Specimen Preferred Stock Certificate and Form of Certificate of Designation of Preferred Stock
4.3*	Form of Warrant Agreement (including Warrant Certificate)
4.4*	Form of Unit Agreement (including Unit Certificate)
5.1	Opinion of Sichenzia Ross Friedman Ference LLP
23.1	Consent of Sichenzia Ross Friedman Ference LLP (included in Exhibit 5.1).
23.2**	Consent of Mayer Hoffman McCann P.C.
24.1**	Power of Attorney (included on signature pages to the registration statement)

* To the extent applicable, to be filed by an amendment or as an exhibit to a document filed under the Securities Exchange Act of 1934, as amended, and incorporated by reference herein.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 17th day of July 2013.

SORRENTO THERAPEUTICS INC.

By: /s/ Henry Ji
Henry Ji
Director, Chief Executive Officer and President

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ HENRY JI</u> Henry Ji	Director, Chief Executive Officer and President <i>(Principal Executive Officer)</i>	July 17, 2013
<u>*</u> Richard G. Vincent	Director, Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 17, 2013
<u>*</u> David Webb	Director	July 17, 2013
<u>*</u> Ernst-Gunter Afting	Director	July 17, 2013
<u>*</u> Cam Gallagher	Director	July 17, 2013
<u>*</u> Kim D. Janda	Director	July 17, 2013
<u>*</u> M. Scott Salka	Director	July 17, 2013
*By: <u>/s/ Henry Ji</u> Henry Ji Attorney-in-Fact		

SICHENZIA ROSS FRIEDMAN FERENCE LLP

61 Broadway, 32nd Floor
New York, NY 10006
Telephone: (212) 930-9700
Facsimile: (212) 930-9725

July 17, 2013

Sorrento Therapeutics Inc.
6042 Cornerstone Ct. West, Suite B
San Diego, California 92121

Re: Sorrento Therapeutics, Inc.'s Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Sorrento Therapeutics Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-3 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act") relating to an aggregate initial offering price not to exceed \$100,000,000 of one or more of the following securities which may be issued by the Company, from time to time, under the Registration Statement: (i) shares of the Company's common stock, \$0.0001 par value per share (the "Common Stock"), which may include shares of Common Stock issuable upon the conversion or exercise of the other Securities included in the Registration Statement, (ii) shares of the Company's preferred stock, \$0.0001 par value per share (the "Preferred Stock"), which may include shares of Preferred Stock issuable upon the exercise of the Warrants (as defined herein) included in the Registration Statement, (iii) warrants (the "Warrants") to purchase Common Stock or Preferred Stock, which may be issued pursuant to a warrant agreement (the "Warrant Agreement") between the Company and a designated warrant agent (the "Warrant Agent") and (iv) units (the "Units") comprised of any combination of the foregoing Securities, which may be issued pursuant to a unit agreement (the "Unit Agreement") between the Company and a designated unit agent (the "Unit Agent"). The Common Stock, Preferred Stock, Warrants and Units are collectively referred to herein as the "Securities" and each, a "Security."

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act and no opinion is expressed herein pertaining to the Registration Statement, any prospectus contained therein or any prospectus supplement hereafter filed, other than with respect to the enforceability of the Applicable Agreements (defined below) and the legally-issued nature of the Securities.

We have reviewed such records, documents, agreements and certificates, and examined such questions of law, as we have considered necessary or appropriate to express the opinions set forth below. In making our examination of records, documents, agreements and certificates, we have assumed the authenticity of the same, the correctness of the information contained therein, the genuineness of all signatures, the authority of all persons entering and maintaining records or executing documents, agreements and certificates, and the conformity to authentic originals of all items submitted to us as copies (whether certified, conformed, photostatic or by other electronic means) of records, documents, agreements or certificates. In rendering our opinions, we have relied as to factual matters upon certificates of public officials and certificates and representations of officers of the Company.

Based upon and subject to the foregoing and to the other assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. With respect to any offering of Common Stock by the Company pursuant to the Registration Statement (the “Offered Common Stock”), the shares of Offered Common Stock (including any Offered Common Stock duly issued upon conversion or exchange of other securities) will be duly authorized, validly issued, fully paid and non-assessable.

2. With respect to any offering of Preferred Stock by the Company pursuant to the Registration Statement (the “Offered Preferred Stock”), when a certificate of designation with respect to the Offered Preferred Stock has been filed with and accepted for filing by the Delaware Secretary of State, the shares of Offered Preferred Stock, (including any Offered Preferred Stock duly issued upon conversion or exchange of other securities) will be duly authorized, validly issued, fully paid and non-assessable.

3. With respect to any offering of Warrants by the Company pursuant to the Registration Statement (the “Offered Warrants”), when the Warrant Agreement, in the form to be filed as an exhibit to a post-effective amendment to the Registration Statement or incorporated by reference therein, relating to such Warrants has been duly authorized, executed and delivered by each of the Warrant Agent and the Company, the Offered Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

4. With respect to any offering of Units by the Company pursuant to the Registration Statement (the “Offered Units”), when (a) the Unit Agreement, in the form to be filed as an exhibit to a post-effective amendment to the Registration Statement or incorporated by reference therein, relating to such Units has been duly authorized, executed and delivered by each of the Unit Agent and the Company and (b) when the Warrant Agreement, in the form to be filed as an exhibit to a post-effective amendment to the Registration Statement, which is a components of such Offered Units, has been duly authorized, executed and delivered by each of the Warrant Agent and the Company, such Units will be validly issued and will entitle the holder thereof to the rights specified in the Unit Agreement, if any.

The opinions set forth herein are subject to the following assumptions, qualifications, limitations and exceptions being true and correct at or before the time of the delivery of any Securities offered pursuant to the Registration Statement (the “Offered Securities”):

(i) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company shall have duly established the terms of the Offered Securities;

(ii) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company shall have duly authorized, and taken any other necessary corporate action to approve the creation, issuance and sale of, the Offered Securities and related matters (including without limitation with respect to Offered Preferred Shares, the creation, execution, acknowledgment and filing of a certificate of designation stating the number, designation, relative rights, preferences and limitations of any such Offered Preferred Shares in accordance with the applicable provisions of the corporate laws of the State of Delaware) and such authorizations and actions have not been rescinded;

(iii) the terms of the issuance and sale of the Offered Securities have been duly established in conformity with the restated certificate of incorporation, the by-laws, and other similar formation documents of the Company (the “Formation Documents”) and any other relevant agreement, including, but not limited to, the Warrant Agreement and the Unit Agreement (collectively, the “Applicable Agreements”), so as not to violate any applicable law, the Formation Documents (subject to the further assumption that such Formation Documents have not been amended from the date hereof in a manner that would affect the validity of any of the opinions rendered herein), or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any restriction imposed by any court or governmental body having jurisdiction over the Company;

(iv) the Offered Securities have been duly authenticated, authorized, executed, countersigned, registered and delivered upon payment of the agreed-upon legal consideration therefor (in an amount per share of Offered Common Stock or Offered Preferred Stock, as appropriate, not less than the par value thereof) and have been duly issued and sold in accordance with any relevant agreement (including, but not limited to, any Applicable Agreements), any underwriting agreement with respect to the Offered Securities or any other duly authorized, executed and delivered, applicable, valid and binding purchase agreement, or as otherwise contemplated by the Registration Statement or any post-effective amendment thereto, and any prospectus supplement(s) relating thereto;

(vi) the Registration Statement, as finally amended (including all necessary post-effective amendments) and any additional registration statement filed under the Securities Act will have been declared effective under the Securities Act and such effectiveness shall not have been terminated or rescinded;

(vii) appropriate prospectus supplement(s) shall have been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder describing the Offered Securities offered thereby;

(viii) the Offered Securities shall be issued and sold in compliance with all federal and state securities laws and solely in the manner stated in the Registration Statement and the applicable prospectus supplement and there shall not have occurred any change in law affecting the validity of the opinions rendered herein;

(ix) if the Offered Securities will be sold pursuant to a firm commitment underwritten offering, the underwriting agreement with respect to the Offered Securities in the form filed as an exhibit to the Registration Statement or any post-effective amendment thereto, or incorporated by reference therein, has been duly authorized, executed and delivered by the Company and the other parties thereto;

(x) in the case of an Applicable Agreement or other agreement or instrument pursuant to which any Offered Securities are to be issued, there shall be no terms or provisions contained therein which would affect the validity of any of the opinions rendered herein and

(xi) in the case of an Applicable Agreement or other agreement or instrument pursuant to which any Offered Securities are to be issued, we have assumed that the laws of the State of New York will be chosen to govern such agreement or instrument and that such choice is a valid and legal provision.

The foregoing opinions are based upon and expressly limited to the laws of the State of New York and the General Corporation Law of the State of Delaware. We do not purport to be experts on, or to express any opinion with respect to the applicability thereto, or to the effect, of the laws of any other jurisdiction or as to matters of local law or the laws of local governmental departments or agencies within the State of Delaware.

Any opinion set forth herein as to enforceability of obligations of the Company is subject to: (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or similar laws affecting the enforcement of creditors' rights generally, and by general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law); (ii) provisions of law which may require that a judgment for money damages rendered by a court in the United States be expressed only in United States dollars; and (iii) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currency or composite currency. Rights to indemnification and contribution may also be limited by federal and state securities laws.

We express no opinion as to the validity, legally binding effect or enforceability of any provision in any agreement or instrument that (i) requires or relates to payment of any interest at a rate or in an amount which a court would determine in the circumstances under applicable law to be commercially unreasonable or a penalty or forfeiture or (ii) relates to governing law and submission by the parties to the jurisdiction of one or more particular courts.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement, the Related Registration Statement and to the reference to this firm under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the

Securities Act of 1933, as amended or under the rules and regulations promulgated by the Securities and Exchange Commission. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws, even where the Offered Securities may be issued from time to time on a delayed or continuous basis.

Very truly yours,

/s/ Sichenzia Ross Friedman Ference LLP