

**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): **April 6, 2018**

**Diplomat Pharmacy, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Michigan**  
(State or Other Jurisdiction  
of Incorporation)

**001-36677**  
(Commission File Number)

**38-2063100**  
(IRS Employer  
Identification No.)

**4100 S. Saginaw St.**  
**Flint, Michigan 48507**  
(Address of Principal Executive Offices) (Zip Code)

**(888) 720-4450**  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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.

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**Item 8.01. Other Events.**

On April 6, 2018, Diplomat Pharmacy, Inc. (the “Company”) filed a prospectus supplement (“Prospectus Supplement”) to its effective shelf registration statement on Form S-3 (File No. 333- 224173) filed with the Securities and Exchange Commission on April 6, 2018. The Company filed the Prospectus Supplement for the purpose of registering for resale up to 4,113,188 shares of the Company’s common stock issued to the former shareholders of LDI Holding Company, LLC (“LDI”), which shares were originally issued and sold as partial consideration for the Company’s acquisition of LDI on December 20, 2017.

This Current Report on Form 8-K is being filed solely for the purpose of filing the opinion of Honigman Miller Schwartz and Cohn LLP relating to the validity of the shares of common stock set forth in the Prospectus Supplement, which opinion is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Honigman Miller Schwartz and Cohn LLP</a>
23.1	<a href="#">Consent of Honigman Miller Schwartz and Cohn LLP (included in Exhibit 5.1)</a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Diplomat Pharmacy, Inc.**

By: /s/ Jeffrey Park  
Jeffrey Park  
Interim Chief Executive Officer

Date: April 6, 2018

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**HONIGMAN****Honigman Miller Schwartz and Cohn LLP**  
**Attorneys and Counselors****(313) 465-7000**  
**Fax: (313) 465-8000**

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April 6, 2018

Diplomat Pharmacy, Inc.  
4100 S. Saginaw St.  
Flint, MI 48507**Re:      *Registration Statement on Form S-3***

Ladies and Gentlemen:

We have acted as counsel to Diplomat Pharmacy, Inc., a Michigan corporation (the “Company”), in connection with a Registration Statement on Form S-3 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”), for the registration under the Securities Act of 1933, as amended (the “Securities Act”), of the Company’s common stock, no par value per share (the “Common Stock”). Reference is made to our opinion letter dated April 6, 2018 and included as Exhibit 5.1 to the Registration Statement. We are delivering this supplemental opinion letter in connection with the prospectus supplement relating to the Registration Statement (the “Prospectus Supplement”) dated April 6, 2018 and filed on April 6, 2018 by the Company with the Commission pursuant to Rule 424 under the Securities Act. The Prospectus Supplement relates to the registration by the Company of 4,113,188 shares Common Stock to be offered from time to time by the selling shareholders named in the Registration Statement.

Based upon our examination of such documents and other matters we deem relevant, it is our opinion that the shares of Common Stock covered by the Registration Statement have been duly authorized and validly issued and are fully paid and non-assessable.

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 Supplement included in the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the 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 law.

Very truly yours,

/s/ Honigman Miller Schwartz and Cohn LLP

HONIGMAN MILLER SCHWARTZ AND COHN LLP

JQW/JVK/MKB/NHB/MSB