
**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) January 19, 2011

PSIVIDA CORP.

(Exact Name of Registrant as Specified in Its Charter)

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

000-51122
**(Commission
File Number)**

26-2774444
**(IRS Employer
Identification No.)**

400 Pleasant Street
Watertown, MA 02472
(Address of Principal Executive Offices) (Zip Code)

(617) 926-5000
(Registrant's Telephone Number, Including Area Code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

This Current Report on Form 8-K is filed in order to file the opinion of counsel with respect to the increase in the size of the previously announced offering by pSivida Corp. (the "Company") to 2,210,00 shares and warrants to purchase 552,500 shares.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ropes & Gray LLP (contained in Exhibit 5.1 above)

Signature

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

PSIVIDA CORP.

Date: January 21, 2011

By: /s/ Lori Freedman

Name: Lori Freedman

Title: Vice President, Corporate Affairs, General Counsel and Secretary

Index to Exhibits

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January 19, 2011

pSivida Corp.
400 Pleasant Street
Watertown MA 02472

Ladies and Gentlemen:

This opinion is furnished to you in connection with Registration Statement on Form S-3 (Registration No. 333-163347) of pSivida Corp. (the "Registration Statement"), the base prospectus dated November 25, 2009 (the "Base Prospectus") and the prospectus supplement dated January 18 and 19, 2011 (together with the Base Prospectus, the "Prospectus"). The Prospectus relates to the offering by pSivida Corp. (the "Company") of (i) 2,210,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock") and (ii) warrants (the "Warrants") to purchase in aggregate 552,500 shares of Common Stock (the "Warrant Shares"), which Shares, Warrants and Warrant Shares are covered by the Registration Statement. The Shares and Warrants are to be sold pursuant to the Securities Purchase Agreement dated January 18, 2011, as amended January 19, 2011.

We have acted as counsel for the Company in connection with the Shares, Warrants and Warrant Shares. For purposes of this opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

The opinions expressed below are limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws.

Based upon and subject to the foregoing, we are of the opinion that (i) the Shares, when sold as provided in the Securities Purchase Agreement and as described in the Prospectus, will be duly authorized, validly issued, fully paid and non-assessable, (ii) provided that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, then the Warrants, when issued and sold as provided in the Securities Purchase Agreement and as described in the Prospectus, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to or affecting creditors' rights generally and by general equitable principles (regardless of whether such enforceability is considered in a proceeding at law or in equity) and implied covenants of good faith and fair dealing, and (iii) the Warrant Shares, when issued and paid for as provided in the Warrants, will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to a Current Report on Form 8-K to be incorporated by reference in the Registration Statement and to the use of our name

under the caption "Legal Matters" in the Prospectus contained therein. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

This opinion may be used only in connection with the offer and sale of the Shares, Warrants and Warrant Shares while the Registration Statement remains effective.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP