

Ohr Pharmaceutical Inc
Form 4
February 23, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Slakter Jason Scott

(Last) (First) (Middle)

C/O OHR PHARMACEUTICAL
INC., 800 THIRD AVE., 11TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ohr Pharmaceutical Inc [OHRP]

3. Date of Earliest Transaction
(Month/Day/Year)

02/22/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|---|---|---|--|--|--|---|
| Common Stock, par value \$0.0001 per share | 02/22/2016 | | P | 100 | A \$ 3.21 | 865,854 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | | P | 300 | A \$ 3.15 | 866,154 | D |
| | 02/22/2016 | | P | 100 | A | 866,254 | D |

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| | | | | | | | |
|--|------------|---|-------|---|------------|---------|---|
| Common Stock, par value \$0.0001 per share | | | | | \$ 3.14 | | |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 200 | A | \$ 3.13 | 866,454 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 700 | A | \$ 3.12 | 867,154 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 3,550 | A | \$ 3.11 | 870,704 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 100 | A | \$ 3.1 | 870,804 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 200 | A | \$ 3.09 | 871,004 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 500 | A | \$ 3.08 | 871,504 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 300 | A | \$ 3.07 | 871,804 | D |
| Common Stock, par value \$0.0001 per share | 02/22/2016 | P | 200 | A | \$ 3.06 | 872,004 | D |
| | | | | | | 697,865 | I |

Common
Stock, par
value
\$0.0001 per
share

BY SKS
Ocular I
LLC ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Slakter Jason Scott C/O OHR PHARMACEUTICAL INC. 800 THIRD AVE., 11TH FLOOR NEW YORK, NY 10022 | X | | Chief Executive Officer | |

Signatures

/s/ Jason Scott
Slakter 02/23/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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SKS Ocular I LLC directly owns the shares of Common Stock. On May 30, 2014, the Issuer completed an ophthalmology assets acquisition of SKS Ocular LLC and SKS Ocular I LLC. Pursuant to the acquisition agreement, among other things, SKS Ocular I LLC is eligible to receive additional shares of Common Stock in three contingent milestone payments. Milestone 1 has been met and on

- (1) December 15, 2015, the Issuer issued 497,859 shares of Common Stock to SKS Ocular I LLC. The Reporting Person has investment and voting power with respect to the Common Stock held by SKS Ocular I LLC. Therefore, the Reporting Person may be deemed to beneficially own the shares of Common Stock beneficially owned by SKS Ocular I LLC. The Reporting Person disclaims any beneficial ownership of the Common Stock directly owed by SKS Ocular I LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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