

Ohr Pharmaceutical Inc
Form 4
April 13, 2017

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

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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)

04/10/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share	04/10/2017		P	142,858 (1)	A \$ 0.7	1,067,898	D
Common Stock, par value \$0.0001 per share					1,195,724	I	By SKS Ocular I LLC (2)

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants (right to buy)	\$ 1	04/10/2017		P		100,001		04/10/2017	04/10/2022	Common Stock	100,000

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 04/13/2017

__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).

- On April 5, 2017, Ohr Pharmaceutical, Inc. (the "Issuer") entered into a securities purchase agreement (the "Securities Purchase Agreement") with various purchasers set forth on the signatures pages thereto, including the Reporting Person. Pursuant to the Securities Purchase Agreement, the Reporting Person purchased shares of the Issuer's common stock (the "Common Stock") and warrants to purchase shares of Common Stock in a registered offering (the "Offering") for an aggregate purchase price of \$100,000.06. The closing of the Offering occurred on April 10, 2017.
- (1) Purchase Agreement, the Reporting Person purchased shares of the Issuer's common stock (the "Common Stock") and warrants to purchase shares of Common Stock in a registered offering (the "Offering") for an aggregate purchase price of \$100,000.06. The closing of the Offering occurred on April 10, 2017.
- (2) 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. Milestones 1 and 2 have been met and the Issuer issued 497,859 shares of Common Stock to SKS Ocular I LLC on each of December 15, 2015 and July 18, 2016. The Reporting

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Person has investment and voting power with respect to the Common Stock held by SKS Ocular 1 LLC. Therefore, the Reporting Person may be deemed to beneficially own the shares of Common Stock beneficially owned by SKS Ocular 1 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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