Ohr Pharmaceutical Inc
Form 10-Q/A
January 24, 2011

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

FORM 10-Q/A

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission File Number: 333-88480

OHR PHARMACEUTICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	90-0577933 (I.R.S. Employer Identification No.)

489 Fifth Avenue 28th Floor
New York, NY 10017
(Address of principal executive offices)

(212) 682-8452
(Registrant’s telephone number, including area code)

(Former name, former address, and former fiscal year if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No x

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

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer Do not check if smaller reporting company	¨	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practical date: 35,452,580 shares of Common Stock outstanding as of August 13, 2010.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (the “Amendment”) amends the quarterly report of Ohr Pharmaceutical, Inc. (the “Company”) on Form 10-Q for the quarterly period ended June 30, 2010 as filed with the Securities and Exchange Commission on August 13, 2010 (the “Original Filing”). This Amendment amends Items 1 and 2. Other than the change referred to above, all other information in the Original Filing remains unchanged.

OHR PHARMACEUTICAL, INC.
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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Annual Report on Form 10-K/A filed with the SEC on January 19, 2010. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

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OHR PHARMACEUTICAL, INC
(A Development Stage Company)
Balance Sheets

ASSETS	June 30, 2010 (Unaudited)	September 30, 2009
CURRENT ASSETS		
Cash	$ 599,801	$ 345,604
Prepaid expenses	27,211	-
Security deposits	85,025	85,025
Total Current Assets	712,037	430,629
OTHER ASSETS		
Patent costs	800,000	800,000
TOTAL ASSETS	$ 1,512,037	$ 1,230,629
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 157,007	$ 157,956
Short-term notes payable	16,524	-
Convertible debentures	-	180,000
Total Current Liabilities	173,531	337,956
LONG-TERM LIABILITIES		
Convertible debenture-long term	48,832	279,988
Stock warrant derivative liability	2,727,273	-
Total Long-term Liabilities	2,776,105	279,988
TOTAL LIABILITIES	2,949,636	617,944
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, Series B; 15,000,000 shares authorized, at $0.0001 par value, 5,583,336 and 5,583,336 shares issued and outstanding, respectively	558	558
Common stock; 180,000,000 shares authorized, at $0.0001 par value, 35,402,580 and 25,247,006 shares issued and outstanding, respectively	3,541	2,525
Additional paid-in capital	21,523,833	23,077,972

Accumulated deficit	(21,628,748)	(21,628,748)
Deficit accumulated during the development stage	(1,336,783)	(839,622)
Total Stockholders' Equity (Deficit)	(1,437,599)	612,685
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 1,512,037	$ 1,230,629

The accompanying notes are an integral part of these financial statements.

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OHR PHARMACEUTICAL, INC
(A Development Stage Company)
Statements of Operations
(Unaudited)

	For the Three Months Ended June 30, 2010	For the Three Months Ended June 30, 2009	For the Nine Months Ended June 30, 2010	For the Nine Months Ended June 30, 2009	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010
REVENUES	$ -	$ -	$ -	$ -	$ -
COST OF SALES	-	-	-	-	-
GROSS PROFIT	-	-	-	-	-
OPERATING EXPENSES					
General and administrative	354,593	216,583	686,943	724,117	2,286,467
Total Operating Expenses	354,593	216,583	686,943	724,117	2,286,467
OPERATING LOSS	(354,593)	(216,583)	(686,943)	(724,117)	(2,286,467)
OTHER INCOME AND EXPENSE					
Gain (loss) on foreign currency	(312)	1,312	(312)	1,312	2,284
Interest income	98	-	259	438	259
Interest expense	(2,495)	(13,712)	(19,288)	(15,520)	(45,085)
Gain on settlement of debt	32,539	-	49,559	-	114,003
Gain on derivative liability	140,969	-	140,969	-	140,969
Other income and expense	7,189	-	18,595	-	58,841
Total Other Income and Expense	177,988	(12,400)	189,782	(13,770)	271,271
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(176,605)	(228,983)	(497,161)	(737,887)	(2,015,196)
PROVISION FOR INCOME TAXES	-	-	-	-	-
	(176,605)	(228,983)	(497,161)	(737,887)	(2,015,196)

LOSS FROM CONTINUING OPERATIONS										
DISCONTINUED OPERATIONS										
Income from discontinued operations (including gain on disposal of $606)		-		-		-		-		678,413
Income tax benefit		-		-		-		-		-
GAIN ON DISCONTINUED OPERATIONS		-		-		-		-		678,413
NET LOSS	$	(176,605)	$	(228,983)	$	(497,161)	$	(737,887)	$	(1,336,783)
BASIC LOSS PER SHARE										
Continuing operations	$	(0.00)	$	(0.01)	$	(0.02)	$	(0.03)		
Discontinued operations		0.00		0.00		0.00		0.00		
	$	(0.00)	$	(0.01)	$	(0.02)	$	(0.03)		
WEIGHTED AVERAGE NUMBER										
OF SHARES OUTSTANDING:										
BASIC AND DILUTED		35,379,778		25,247,006		31,742,119		25,247,006		

The accompanying notes are an integral part of these financial statements.

OHR PHARMACEUTICAL, INC
(A Development Stage Company)
Statements of Changes in Stockholders' Equity (Deficit)
(Unaudited)

	Series B Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Deficit Accumulated During the Development Stage	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Balance, September 30, 2008	-	$ -	25,247,006	$ 2,525	$ 21,634,591	$ (21,628,748)	$ 24,827	$ 33,195
Fair value of warrants granted to employees	-	-	-	-	411,860	-	-	411,860
Preferred stock issued for cash	5,583,336	558	-	-	348,442	-	-	349,000
Warrants issued for in conjunction with preferred stock offering	-	-	-	-	656,000	-	-	656,000
Fair value of warrants granted	-	-	-	-	27,079	-	-	27,079
Net loss for the year ended September 30, 2009	-	-	-	-	-	-	(864,449)	(864,449)
Balance, September 30, 2009	5,583,336	558	25,247,006	2,525	23,077,972	(21,628,748)	(839,622)	612,685
Fair value of warrants granted for services and accounts payable	-	-	-	-	92,553	-	-	92,553

Fair value of employee stock options					207,566	-	-	207,566
Exercise of warrants for cash at $0.18 per share	-	-	5,583,336	558	1,004,442	-	-	1,005,000
Exercise of cashless warrants	-	-	4,547,238	455	(455)	-	-	-
Conversion of convertible debenture at $0.40 per share	-	-	25,000	3	9,997	-	-	10,000
Issuance of replacement warrants					(2,868,242)			(2,868,242)
Net loss for the nine months ended June 30, 2010	-	-	-	-	-	-	(497,161)	(497,161)
Balance, June 30, 2010	5,583,336	$ 558	35,402,580	$ 3,541	$ 21,523,833	$ (21,628,748)	$ (1,336,783)	$ (1,437,599)

The accompanying notes are an integral part of these financial statements.

OHR PHARMACEUTICAL, INC
(A Development Stage Company)
Statements of Cash Flows
(Unaudited)

	For the Nine Months Months June 30, 2010	2009	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010
OPERATING ACTIVITIES			
Net income (loss)	$ (497,161)	$ (737,887)	$ (1,336,783)
Adjustments to reconcile net income (loss) to net cash used by operating activities:			
Discontinued operations	-	-	(678,413)
Fair value of warrants issued for services	296,128	438,939	1,006,551
Gain on extinguishment of debt	(49,559)	-	(49,559)
Gain on derivative liability	(140,969)	-	(140,969)
Changes in operating assets and liabilities			
Change in prepaid expenses and deposits	(27,211)	-	(26,791)
Change in accounts payable and accrued expenses	52,601	(6,596)	(74,866)
Net Cash (Used in) Operating Activities	(366,171)	(305,544)	(1,300,830)
INVESTING ACTIVITIES			
Purchase of patents and other intellectual property	-	(107,953)	(300,000)
Discontinued operations	-	-	418,000
Net Cash (Used In) Provided by Investing Activities	-	(107,953)	118,000
FINANCING ACTIVITIES			
Sale of preferred stock and warrants	-	1,005,000	1,005,000
Proceeds of warrants exercised for cash	1,005,000	-	1,005,000
Proceeds from related party payables	-	124,953	125,453
Repayments of related party payables	-	(119,953)	(125,453)
Proceeds from short-term notes payable	24,500	-	24,500
Repayments of short-term notes payable	(7,976)	-	(7,976)
Repayment of convertible debentures	(401,156)	(37,538)	(441,168)
Net Cash Provided by Financing Activities	620,368	972,462	1,585,356

NET INCREASE IN CASH		254,197		558,965		402,526
CASH AT BEGINNING OF PERIOD		345,604		95,782		197,275
CASH AT END OF PERIOD	$	599,801	$	654,747	$	599,801
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION						
CASH PAID FOR:						
Interest	$	30,963	$	-	$	44,963
Income Taxes		-		-		-
NON CASH FINANCING ACTIVITIES:						
Transfer of investment for dividends payable	$	-	$	-	$	186,000
Purchase of patents for debenture		-		500,000		500,000
Conversion of debenture		10,000		-		10,000

The accompanying notes are an integral part of these financial statements.

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OHR PHARMACEUTICAL, INC.
(A Development Stage Company)
Notes to the Financial Statements
June 30, 2010 and September 30, 2009
(Unaudited)

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2010, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's September 30, 2009 audited financial statements. The results of operations for the period ended June 30, 2010 is not necessarily indicative of the operating results for the full year.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that could change in the near term are impairment assessments, fair value of warrants and stock issued under cashless exercise of warrants.

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OHR PHARMACEUTICAL, INC.
(A Development Stage Company)
Notes to the Financial Statements
June 30, 2010 and September 30, 2009
(Unaudited)

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements
The Company has evaluated recent accounting pronouncements and their adoption has not had or is not expected to have a material impact on the Company's financial position, or statements.

NOTE 4 – PATENT COSTS

Patent costs represent the capitalized purchase price of assets acquired in the secured party sale as part of the Company's previously announced strategy to create a rollup of undervalued biotechnology companies and assets. As of June 30, 2010, the Company had purchased $800,000 worth of biotechnology patents and other intellectual property. In these acquisitions, the Company used approximately $300,000 in cash and issued a $500,000 convertible debenture for the remainder of the cost which is secured by the acquired assets.

NOTE 5 – CONVERTIBLE DEBT

During the year ended September 30, 2009, the Company issued an 11% convertible note in the amount of $500,000, due June 20, 2011. Under the note, the Company was to pay $180,000 on December 15, 2009, and quarterly payments of $25,000 commencing on March 30, 2010, each of which shall be applied first towards the satisfaction of accrued interest and then towards the satisfaction of principal. All principal and accrued interest on the notes is convertible into shares of the Company's common stock at the election of the purchasers at any time at the conversion price of $0.40 per share.

During the nine months ended June 30, 2010, the Company paid $30,181 in interest and $401,156 in principal on the convertible debt, respectively. On June 23, 2010 the holder of the note converted $10,000 of principal into 25,000 shares of the Company's common stock at $0.40 per share. The balance of the convertible note as of June 30, 2010 was $48,832. Accrued interest as of June 30, 2010 totaled $2,851.

NOTE 6-DERIVATIVE LIABILITY AND FAIR VALUE MEASUREMENTS

On January 15, 2010 the Company issued 5,583,336 warrants to warrant holders that had exercised warrants during the period at $0.18. The Company used the Black-Scholes option pricing model to calculate the fair market value of these warrants. Using the assumptions in the table below, the Company calculated a fair value of $0.51 per warrant.

Stock Price at Valuation Date	$ 0.52
Exercise (Strike) Price	$ 0.55
Dividend Yield	0.00%
Years to Maturity	5.00
Risk-free Rate	1.35%
Volatility	270%

Effective July 31, 2009, the Company adopted FASB ASC Topic No. 815-40 which defines determining whether an instrument (or embedded feature) is solely indexed to an entity's own stock. The exercise price of the 5,583,336 warrants issued to on January 15, 2010 are subject to "reset" provisions in the event the Company subsequently issues common stock, stock warrants, stock options or convertible debt with a stock price, exercise price or conversion price lower than $0.55. If these provisions are triggered, the exercise price of all their warrants will be reduced. As a result, the warrants are not considered to be solely indexed to the Company's own stock and are not afforded equity treatment.

The total fair value of the warrants, amounting to $2,868,242 has been recognized as a derivative liability on the date of issuance with all future changes in the fair value of these warrants being recognized in earnings in the Company's statement of operations under the caption "Other income (expense) – Gain (loss) on warrant derivative liability" until such time as the warrants are exercised or expire. Because these warrants were issued in conjunction with common stock that had been exchanged for warrants with an exercise price of $0.18, the fair value on the date of issuance includes the net cash proceeds from the sale of stock of $1,005,000 and the fair value of $0.18 warrants being forfeited valued on the date of exercise at $2,867,856.

The Company's only asset or liability measured at fair value on a recurring basis is its derivative liability associated with 5,583,336 warrants to purchase common stock issued on January 15, 2010. ASC 815 requires Company management to assess the fair market value of the warrants at each reporting period and recognize any change in the fair market value of the warrants as another income or expense tem. . At June 30, 2010, the Company revalued the warrants using the Black-Scholes option pricing model and determined that the Company's liability associated with this derivative liability decreased by $140,969 to $2,727,273. The Company recognized a corresponding gain on derivative liability in conjunction with this revaluation.

Stock Price at Valuation Date	$ 0.49
Exercise (Strike) Price	$ 0.55
Dividend Yield	0.00%
Years to Maturity	4.59
Risk-free Rate	1.79%
Volatility	277%

NOTE 7 – CAPITAL STOCK

On June 3, 2009, the Company sold $1,005,000 in securities in a private placement, comprised of 5,583,336 shares of Series B Convertible Preferred Stock and 11,166,672 Common Stock purchase warrants exercisable at a price of $0.18 per share.

Between October 29, 2009 and December 4, 2009, the Company issued a total of 236,000 warrants for services rendered to the Company. In conjunction with this issuance, the Company recognized $88,562 in consulting expense.

On December 15, 2009, investors exercised 5,583,336 warrants via a cashless exchange for 4,547,238 shares of the Company's common stock.

Between December 24, 2009 and March 31, 2010, the Company received $1,005,000 in cash upon the exercise of warrants for cash. The exercise price of these warrants was $0.18 per share resulting in the Company issuing 5,583,336 shares of common stock.

On January 15, 2010 the Company issued 5,583,336 warrants to warrant holders that had exercised warrants during the period at $0.18. The Company used the Black-Scholes option pricing model to calculate the fair market value of these warrants at $0.51 per warrant and recognized a derivative liability of $2,868,242 associated with the issuance.

On April 9, 2010 the Company granted 10,000 warrants as payment for an outstanding accounts payable balance. The Company used the Black-Scholes option pricing model to calculate the fair market value of these warrants. Using the assumptions in the table below, the Company calculated a fair value of $0.40 per warrant. Accordingly, the Company recognized an expense of $4,000 associated with the issuance.

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OHR PHARMACEUTICAL, INC.
(A Development Stage Company)
Notes to the Financial Statements
June 30, 2010 and September 30, 2009
(Unaudited)

NOTE 7 – CAPITAL STOCK (CONTINUED)

Stock Price at Valuation Date	$ 0.40
Exercise (Strike) Price	$ 0.55
Dividend Yield	0.00%
Years to Maturity	5.00
Risk-free Rate	1.35%
Volatility	277%

On April 12, 2010 the Company granted 1,000,000 warrants to employees as part of its 2009 stock option plan. The Company used the Black-Scholes option pricing model to calculate the fair market value of these warrants. Using the assumptions in the table below, the Company calculated a fair value of $0.40 per warrant. Of the 1,000,000 options issued, 520,000 vested upon issuance and the remaining 480,000 will vest over the 5 year life of the options. Accordingly, the Company recognized compensation expense of $207,566 for the vested options.

Stock Price at Valuation Date	$ 0.40
Exercise (Strike) Price	$ 0.50
Dividend Yield	0.00%
Years to Maturity	5.00
Risk-free Rate	2.60%
Volatility	277%

On June 23, 2010 the holder of the convertible debenture elected to convert $10,000 of the remaining principal balance into 25,000 shares of Common Stock at $0.40 per share pursuant to the conversion rights of the note.

NOTE 8 – SUBSEQUENT EVENTS

On August 5, 2010 the Company issued 50,000 shares of its common stock to a consultant for services to be provided to the Company.

On June 22, 2010 the Company authorized the issuance of 93,000 warrants to be issued for services to be provided to the Company. Of these authorized warrants, 90,000 were issued on June 23, 2010 once the contract for services was finalized. As of August 13, 2010, the remaining 3,000 warrants had yet to be issued as the services have not yet been completed.

In accordance with ASC 855, management evaluated subsequent events through the date these financial statements were issued and determined that the Company had no additional material subsequent events to report.

OHR PHARMACEUTICAL, INC.
(A Development Stage Company)
Notes to the Financial Statements
June 30, 2010 and September 30, 2009
(Unaudited)

NOTE 9 – RESTATEMENT OF FINANCIAL STATEMENTS

On January 12th, 2010, management concluded that the Company's unaudited interim consolidated financial statements for the quarterly periods ended June 30, 2010 ("June") should be restated due to an error discovered during our annual audit for the year ended September 30, 2010. The error relates to the accounting of warrants issued as an inducement to warrant holders to exercise their warrants on January 15, 2010. Originally, the Company viewed the issuance of inducement warrants as an additional warrant expense of $2,868,242 which was recorded in earnings with an offset to derivative liability. Due to the fact that the replacement warrants were issued in conjunction with common stock that had been exchanged for warrants, the fair value received by the Company on the date of issuance includes both the net cash proceeds of $1,005,000 from the sale of stock and the $2,867,856 fair value of the warrants being forfeited valued on the date of exercise.

The calculated fair market value of the warrants at the time of issuance was accurate, however when considering the fair market value of the warrants forfeited by shareholders under the modified arrangement, no expense ought to have recognized and instead a reduction to the Company's Additional Paid-in Capital account should have been recorded.

The modifications to the restated financial statements reduce Warrant Expense by $2,868,242 and Additional-Paid in Capital by the same amount. Additionally, these changes affect two of the elements of the Changes in Shareholders' Equity by reducing both the Additional Paid-in Capital and Accumulated Deficit accounts by $2,868,282.

A comparison of the summarized financial statements as revised and as originally presented is a follows:

BALANCE SHEETS

	June 30, 2010 (As Filed)	June 30, 2010 (Restated)	June 30, 2010 (Difference)
ASSETS			
CURRENT ASSETS			
Cash	$599,801	$599,801	-
Prepaid expenses	27,211	27,211	-
Security deposits	85,025	85,025	-
Total Current Assets	712,037	712,037	-
Patent costs	800,000	800,000	-
TOTAL ASSETS	$1,512,037	$1,512,037	-
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable	$157,007	$157,007	-
Short-term notes payable	16,524	16,524	-
Total Current Liabilities	173,531	173,531	-
LONG-TERM LIABILITIES			
Convertible debenture-long term	48,832	48,832	-
Stock warrant derivative liability	2,727,273	2,727,273	-
Total Long-term Liabilities	2,776,105	2,776,105	-
TOTAL LIABILITIES	2,949,636	2,949,636	-
STOCKHOLDERS' EQUITY			
Preferred stock	558	558	-
Common stock	3,541	3,541	-
Additional paid-in capital	24,392,075	21,523,833	(2,868,242)
Accumulated deficit	(21,628,748)	(21,628,748)	-
Deficit accumulated during the development stage	(4,205,025)	(1,336,783)	2,868,242
Total Stockholders' Equity	(1,437,599)	(1,437,599)	-
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$1,512,037	$1,512,037	-

STATEMENTES OF OPERATIONS

	For the Three Months June 30, (Originally Filed)	For the Three Months June 30, (Restated)	For the Three Months June 30, (Difference)
REVENUES	$ -	$ -	$ -
COST OF SALES	-	-	-
GROSS PROFIT	-	-	-
OPERATING EXPENSES			
General and administrative	354,593	354,593	-
Total Operating Expenses	354,593	354,593	-
OPERATING LOSS	(354,593)	(354,593)	-
OTHER INCOME AND EXPENSE			
Gain on foreign currency	(312)	(312)	-
Interest income	98	98	-
Interest expense	(2,495)	(2,495)	-
Gain on settlement of debt	32,539	32,539	-
Gain on derivative liability	140,969	140,969	-
Other income and expense	7,189	7,189	-
Total Other Income and Expense	177,988	177,988	-
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(176,605)	(176,605)	-
PROVISION FOR INCOME TAXES	-	-	-
LOSS FROM CONTINUING OPERATIONS	(176,605)	(176,605)	-
DISCONTINUED OPERATIONS			
Income from discontinued operations (including gain on disposal of $606)	-	-	-
Income tax benefit	-	-	-
GAIN ON DISCONTINUED OPERATIONS	-	-	-
NET LOSS	$ (176,605)	$ (176,605)	$ -
BASIC LOSS PER SHARE			
Continuing operations	$ (0.00)	$ (0.00)	$ 0.00
Discontinued operations	0.00	0.00	0.00
	$ (0.00)	$ (0.00)	$ 0.00
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:			
BASIC AND DILUTED	35,379,778	35,379,778	-

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STATEMENTS OF OPERATIONS

	For the Nine Months June 30, (Originally Filed)	For the Nine Months June 30, (Restated)	For the Nine Months June 30, (Difference)
REVENUES	$ -	$ -	$ -
COST OF SALES	-	-	-
GROSS PROFIT	-	-	-
OPERATING EXPENSES			
Warrant expense	2,868,242	-	(2,868,242)
General and administrative	686,943	686,943	-
Total Operating Expenses	3,555,185	686,943	(2,868,242)
OPERATING LOSS	(3,555,185)	(686,943)	2,868,242
OTHER INCOME AND EXPENSE			
Gain on foreign currency	(312)	(312)	-
Interest income	259	259	-
Interest expense	(19,288)	(19,288)	-
Gain on settlement of debt	49,559	49,559	-
Gain on derivative liability	140,969	140,969	-
Other income and expense	18,595	18,595	-
Total Other Income and Expense	189,782	189,782	-
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(3,365,403)	(497,161)	2,868,242
PROVISION FOR INCOME TAXES	-	-	-
LOSS FROM CONTINUING OPERATIONS	(3,365,403)	(497,161)	2,868,242
DISCONTINUED OPERATIONS			
Income from discontinued operations (including gain on disposal of $606)	-	-	-
Income tax benefit	-	-	-
GAIN ON DISCONTINUED OPERATIONS	-	-	-
NET LOSS	$ (3,365,403)	$ (497,161)	$ 2,868,242
BASIC LOSS PER SHARE			
Continuing operations	$ (0.11)	$ (0.02)	$ 0.09
Discontinued operations	0.00	0.00	0.00
	$ (0.11)	$ (0.02)	$ 0.09
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:			
BASIC AND DILUTED	31,742,119	31,742,119	-

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STATEMENTS OF OPERATIONS

	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010 (Originally Filed)	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010 (Restated)	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010 (Difference)
REVENUES	$ -	$ -	$ -
COST OF SALES	-	-	-
GROSS PROFIT	-	-	-
OPERATING EXPENSES			
Warrant expense	3,667,217	-	(3,667,217)
General and administrative	1,487,492	2,286,467	798,975
Total Operating Expenses	5,154,709	2,286,467	(2,868,242)
OPERATING LOSS	(5,154,709)	(2,286,467)	2,868,242
OTHER INCOME AND EXPENSE			
Gain on foreign currency	2,284	2,284	-
Interest income	259	259	-
Interest expense	(45,085)	(45,085)	-
Gain on settlement of debt	114,003	114,003	-
Gain on derivative liability	140,969	140,969	-
Other income and expense	58,841	58,841	-
Total Other Income and Expense	271,271	271,271	-
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(4,883,438)	(2,015,196)	2,868,242
PROVISION FOR INCOME TAXES	-	-	-
LOSS FROM CONTINUING OPERATIONS	(4,883,438)	(2,015,196)	2,868,242
DISCONTINUED OPERATIONS			
Income from discontinued operations (including gain on disposal of $606)	678,413	678,413	-
Income tax benefit	-	-	-
GAIN ON DISCONTINUED OPERATIONS	678,413	678,413	-
NET LOSS	$ (4,205,025)	$ (1,336,783)	$ 2,868,242

STATEMENTS OF CASH FLOWS

	For the nine Months June 30, 2010 (Originally Filed)	For the Nine Months June 30, 2010 (Restated)	For the Nine Months June 30, 2010 (Difference)
OPERATING ACTIVITIES			
Net income (loss)	$ (3,365,403)	$ (497,161)	$ 2,868,242
Adjustments to reconcile net income (loss) to net cash used by operating activities:			
Fair value of warrants issued for services	3,164,370	296,128	(2,868,242)
Gain on extinguishment of debt	(49,559)	(49,559)	-
Gain on derivative liability	(140,969)	(140,969)	
Changes in operating assets and liabilities			
Change in prepaid expenses and deposits	(27,211)	(27,211)	-
Change in accounts payable and accrued expenses	52,601	52,601	-
Net Cash Used in Operating Activities	(366,171)	(366,171)	-
INVESTING ACTIVITIES	-	-	-
FINANCING ACTIVITIES			
Proceeds of warrants exercised for cash	1,005,000	1,005,000	-
Proceeds from short-term notes payable	24,500	24,500	-
Repayments of short-term notes payable	(7,976)	(7,976)	-
Repayment of convertible debentures	(401,156)	(401,156)	-
Net Cash Provided by Financing Activities	620,368	620,368	-
NET INCREASE (DECREASE) IN CASH	254,197	254,197	-
CASH AT BEGINNING OF PERIOD	345,604	345,604	-
CASH AT END OF PERIOD	$ 599,801	$ 599,801	$ -
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
CASH PAID FOR:			
Interest	$ 30,963	$ 30,963	$ -
NON CASH FINANCING ACTIVITIES			
Conversion of debenture	$ 10,000	$ 10,000	$ -

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STATEMENTS OF CASH FLOWS

	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010 (Originally Filed)	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010 (Restated)	From Inception of the Development Stage on October 1, 2007 Through June 30, 2010 (Difference)
OPERATING ACTIVITIES			
Net income (loss)	$ (4,205,025)	$ (1,336,783)	$ 2,868,242
Adjustments to reconcile net income (loss) to net cash used by operating activities:			
Discontinued operations	(678,413)	(678,413)	-
Fair value of warrants issued for services	3,874,793	1,006,551	(2,868,242)
Gain on extinguishment of debt	(49,559)	(49,559)	-
Gain on derivative liability	(140,969)	(140,969)	
Changes in operating assets and liabilities			
Change in prepaid expenses and deposits	(26,791)	(26,791)	-
Change in accounts payable and accrued expenses	(74,866)	(74,866)	-
Net Cash Used in Operating Activities	(1,300,830)	(1,300,830)	-
INVESTING ACTIVITIES			
Purchase of patents and other intellectual property	(300,000)	(300,000)	-
Discontinued operations	418,000	418,000	-
Net Cash (Used In) Provided by Investing Activities	118,000	118,000	-
FINANCING ACTIVITIES			
Sale of preferred stock and warrants	1,005,000	1,005,000	-
Proceeds of warrants exercised for cash	1,005,000	1,005,000	-
Proceeds from short-term notes payable	24,500	24,500	-
Repayments of short-term notes payable	(7,976)	(7,976)	
Repayment of convertible debentures	(441,168)	(441,168)	-
Net Cash Provided by Financing Activities	1,585,356	1,585,356	-
NET INCREASE (DECREASE) IN CASH	402,526	402,526	-
CASH AT BEGINNING OF PERIOD	197,275	197,275	-
CASH AT END OF PERIOD	$ 599,801	$ 599,801	$ -
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
CASH PAID FOR:			
Interest	$ 44,963	$ 44,963	$ -
NON CASH FINANCING ACTIVITIES:			
Transfer of investment for dividends payable	$ 186,000	$ 186,000	$ -
Purchase of patents for debenture	500,000	500,000	-

Conversion of debenture	10,000	10,000	-

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements contained in this report, including, without limitation, statements containing the words "believes," "anticipates," "expects," "intends," and words of similar import, constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 or by the Securities and Exchange Commission in its rules, regulations and releases, regarding the Company's financial and business prospects. These forward-looking statements are qualified in their entirety by these cautionary statements, which are being made pursuant to the provisions of such Act and with the intention of obtaining the benefits of the "safe harbor" provisions of such Act. The Company cautions investors that any forward-looking statements it makes are not guarantees of future performance and that actual results may differ materially from those in the forward-looking statements. We assume no obligation to update any forward-looking statements contained in this report, whether as a result of new information, future events or otherwise. Any investment in our common stock involves a high degree of risk. For a general discussion of some of these risks in greater detail, see our "Risk Factors" in the Amendment No. 2 on Form 10-K/A (the "Form 10-K/A") to the annual report of Ohr Pharmaceutical, Inc. (the "Company") for the fiscal year ended September 30, 2009 filed on January 19, 2010 with the Securities and Exchange Commission.

History and Recent Events

Ohr Pharmaceutical, Inc. ("we", "Ohr", the "Company" or the "Registrant") is a Delaware corporation that was organized on August 4, 2009, as successor to, BBM Holdings, Inc., (formerly Prime Resource, Inc., which was organized March 29, 2002) pursuant to a reincorporation merger. The reincorporation merger did not result in any material change in our business, offices, facilities, assets, liabilities, obligations or net worth, or our directors, officers or employees.

On March 19, 2009, the Company acquired in a secured party sale all the patents, related intellectual property, clinical data and other assets related to AVR118 (also known now as OHR/AVR118). OHR/AVR118 is in an ongoing Phase II trial for the treatment of cachexia. The Company also exercised its option to acquire the new technology and early stage pharmaceutical compounds from Dr. S. Z. Hirschman, who joined the Company as a consultant and Chief Scientific Advisor.

The Company acquired OHR/AVR118 and related assets in a secured party sale with $100,000 in cash and $500,000 principal amount of 11% convertible secured non-recourse debenture due June 20, 2011 convertible into common stock at $0.40 per share (the "Convertible Debenture"). The Convertible Debenture is secured by the acquired assets. The cash portion of the purchase price was financed by short-term loans from an affiliate of Orin Hirschman and another current shareholder.

On August 19, 2009, the Company completed the acquisition of Squalamine, Trodusquemine and related compounds from Genaera Liquidating Trust. The Company paid $200,000 in cash for the compounds.

On April 12, 2010, Dr. Irach Taraporewala was hired as the Company's full-time CEO and Sam Backenroth was hired as the Company's VP of Business Development and Interim CFO. In connection with their employment, Mr. Limpert resigned as an officer of the Company.

Product Pipeline

OHR/AVR118

OHR/AVR118 is a novel immunomodulator with a singular chemical structure that is terminally sterilized and endotoxin-free. The compound is composed of two small peptides, Peptide A, that is 31 amino acids long, and

Peptide B, that is 21 amino acids long. PeptideB is unique in that the dinucleotide, diadenosine, is covalently attached to serine at position 18 through a phosphodiester bond. OHR/AVR118 is quite stable and has a very favorable safety profile both in animal toxicity studies and in human clinical trials.

Ohr is currently conducting a Phase II clinical trial of OHR/AVR 118 for the treatment of cancer cachexia at a leading cancer center in Canada. Cancer cachexia is a severe wasting disorder characterized by weight loss, muscle atrophy, fatigue, weakness, and significant loss of appetite. This disorder is often seen in late stage Cancer patients. OHR/AVR118 has shown to have chemoprotective effects, thus potentially allowing patients to better tolerate chemotherapy and radiation as well as more intensive treatment regimens with ordinary toxic chemotherapeutic agents, while maintaining body weight and avoiding other side effects. There is currently no widely accepted long-term effective drug for the treatment of cancer cachexia. The company presented interim data on this current trial at the annual conference of the Society of Cachexia and Wasting Disorders in Barcelona, Spain in December 2009.

Squalamine

Squalamine is a first-in-class systemic intracellular, anti-angiogenic drug with a novel mechanism of action. Its ophthalmic formulation, Evizon®, has been evaluated against the wet form of age-related macular degeneration (AMD), a leading cause of blindness in the elderly, which affects over 200,000 new patients a year in the US alone.

In Phase II trials, in which no drug-related ocular or systemic effects were observed, stabilization or improvement in visual activity was observed in the vast majority of patients, with both early and advanced lesions responding. In a significant number of patients in whom the more foregone AMD-affected eye was not a candidate for therapy with the currently approved wet-AMD drug therapy, the administration of Squalamine produced beneficial effects in the more foregone otherwise non-treatable AMD-affected “fellow” eye as well. As opposed to the current approved standard of therapy, Evizon® does not require direct injection into the eye. In addition, Evizon®’s novel mechanism of action avoids the systemic and ophthalmic side effects associated with intraocular injections of anti-vascular endothelial growth factor (VEGF) antibodies.

Additionally, because of its potent anti-angiogenic effects, Squalamine also shows promise in the treatment of solid tumors such as ovarian cancer. In a concluded Phase IIa study, patients with stage III and IV Refractory and Resistant Ovarian Cancer received Squalamine in conjunction with another chemotherapeutic agent with approximately two thirds of the patients achieving a complete response, partial response or stable disease. In 2001, Squalamine was awarded Orphan Drug Status by the Food and Drug Administration (“FDA”) for the treatment of late stage resistant ovarian cancer. Because of funding constraints, Ohr is seeking a development partner to further advance development of this indication.

General

The Company is a biotechnology rollup company currently focused on development of the Company’s previously acquired compounds. With the addition of our executive management team in April 2010, we have shifted our strategy accordingly to focus on the development of our two later stage lead products, OHR/AVR 118 for the treatment of Cancer Cachexia, and Evizon® (Squalamine) for the treatment of Wet-AMD. We acquired OHR/AVR118 in a secured party sale and Evizon®(Squalamine) from the Genaera Liquidating Trust as part of the Company’s previous strategy to create a rollup of undervalued biotechnology companies and assets.

We seek to advance our two lead products through later stage clinical trials as well as developing some of our earlier stage products and indications that we are moving forward with minimal capital outlay. We have also started a new initiative to seek and implement strategic alternatives with respect to our products, including licenses, business collaborations and other business combinations or transactions with other pharmaceutical and biotechnology companies. From time to time, we may engage in discussions with third parties regarding the licensure, sale or acquisition of our products and technologies or a merger or sale of the Company; however we currently do not have plans to enter into such a transaction and there is no assurance that the Company will complete such a transaction.

The Company has limited core operating expenses as we have only two full-time employees. In connection with the hiring of our executive management team, we have established an office in New York City. The office is being provided by an affiliate of Mr. Backenroth free of charge with the exception of minimal office related expenses.

The Company will continue to incur ongoing operating losses, which are expected to increase substantially as it funds development of the new pharmaceutical compounds. In addition, losses will be incurred in paying ongoing reporting expenses, including legal and accounting expenses, as necessary to maintain the Company as a public entity. No projected date for potential revenues can be made, and the Company is undercapitalized at present to completely develop, test and market any pharmaceutical product.

Until the Company is able to generate significant revenue from its principal operations, it will remain classified as a development stage company. The Company can give no assurance that it will be successful in such efforts or that its limited operating funds will be adequate to support the Company's operations, nor can there be any assurance of any additional funding being available to the Company. Our independent accountants have qualified their audit report by expressing doubt about the Company's ability to continue as a "going concern."

Liquidity and Sources of Capital

The Company has insufficient capital to pay for development of its pharmaceutical compounds and ongoing reporting and minimal operating expenses as previously described.

As of June 30, 2010, the Company had cash of $599,801, prepaid expenses of $27,211 and security deposits of $85,025. The Company had current liabilities of $173,531. This translates to total working capital of $538,506, which means that our cash reserves are not adequate to fund operations after January 2011. We do not have any source of revenues as of June 30, 2010 and expect to rely on additional financing. The Company plans to seek private capital through the sale of additional restricted stock or borrowing either from principal shareholders or private parties; however we currently do not have plans to enter into such a transaction and there is no assurance that the Company will complete such a transaction.

In view of the lack of financing plans, the Company may be obliged to discontinue operations, which will adversely affect the value of its common stock. See "Risk Factors" in the Form 10-K/A.

Significant Subsequent Events

On August 5, 2010 the Company issued 50,000 shares of its common stock to a consultant for services to be provided to the Company.

On June 22, 2010 the Company authorized the issuance of 93,000 warrants to be issued for services to be provided to the Company. Of these authorized warrants, 90,000 were issued on June 23, 2010 once the contract for services was finalized. As of August 13, 2010 the remaining 3,000 warrants had yet to be issued as the services have not yet been completed.

Results of Operations

Three Months Ended June 30, 2010

Three months ended June 30, 2010 compared to the three months ended June 30, 2009. Results of operations for the three months ended June 30, 2010 reflect the following changes from the prior period.

	Three Month Period Ended June 30		
	2010	2009	Increase (Decrease)

Net Revenues	-	-	-
Cost of Revenues	-	-	-
General & Administrative Expense	$354,593	$216,583	$ 138,010
Other Income (Expense)	$177,988	$(12,400)	$ 190,388
Income (Loss) from Operations	$(176,605)	$(228,983)	$ 52,378
Net Income (Loss)	$(176,605)	$(228,983)	$ 52,378

The Company had no net revenues from continuing operations in the three months ended June 30, 2010. The Company's products are in the development stage.

The Company also had no cost of revenue from continuing operations in the three months ended June 30, 2010.

General and administrative expenses from continuing operations increased as noted above due to the fact that the Company has started development of the products that it has acquired over the prior twelve months. Included in expenses from continuing operations during the three months ended June 30, 2010 were professional fees and patent fees of $89,032 and expense related to the issuance of stock options of $207,566.

For the three months ended June 30, 2010, the Company recognized net loss of $176,605 compared to a loss of $228,983 for the same period in 2009. Included in this loss is a non-cash gain from the decrease in fair value of the Company's derivative liabilities.

The Company issued 1,000,000 options pursuant to the Company's employee stock option plan. As of June 30, 2010 520,000 options had vested. In conjunction with this issuance, the Company recognized $207,566 in stock option expense for vested options.

Excluding the non cash gain and the non cash expenses resulting from options issued during the period, the net loss would have been $110,008 for the three month period ended June 30, 2010.

Nine Months Ended June 30, 2010

Nine months ended June 30, 2010 compared to the nine months ended June 30, 2009. Results of operations for the nine months ended June 30, 2009 reflect the following changes from the prior period.

	Nine Months Period Ended June 30		
	2010	2009	Increase (Decrease)
Net Revenues	-	-	-
Cost of Revenues	-	-	-
		-	
General & Administrative Expense	$686,943	$724,117	$ (37,174)
Other Income (Expense)	$189,782	$(13,770)	$ 203,552
Income (Loss) from Operations	(497,161)	$(737,887)	240,726
Net Income (Loss)	(497,161)	$(737,887)	240,726

The Company had no net revenues from continuing operations in the nine months ended June 30, 2010. The Company's products are in the development stage.

The Company also had no cost of revenue from continuing operations in the nine months ended June 30, 2010.

General and administrative expenses from continuing operations decreased as noted above due to lower legal, accounting and administrative expenses from the prior year. Included in expenses during the nine months ended June 30, 2010 were professional and patent fees of $251,985.

The Company issued 1,000,000 options pursuant to the Company's employee stock option plan. As of June 30, 2010 520,000 options had vested. In conjunction with this issuance, the Company recognized $207,566 in stock option expense for vested options.

For the nine months ended June 30, 2010, the Company recognized net loss of $497,161 from continuing operations compared to a loss of $737,887 for the same period in 2009.

ITEM 3. QUANTITATIVE AND QUALITATIVE RISK

Market risk represents the risk of loss arising from adverse changes in interest rates and foreign exchange rates. The Company does not have any material exposure to interest rate or exchange rate risk.

ITEM 4. CONTROLS AND PROCEDURES

The Company's management, including the chief executive officer and chief financial officer, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud that could occur. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Disclosure Controls and Procedures

The Company's management, including the chief executive officer and chief financial officer, is responsible for establishing and maintaining adequate disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e). The Company's management, including the chief executive officer and chief financial officer, has evaluated our disclosure controls and procedures as of the period ended June 30, 2010 and, since the Company has no audit committee, has concluded that they are currently ineffective. The Company plans to establish an audit committee if it is able to obtain additional financing needed to sustain its business plan. See "Risk Factors" in the Form 10-K/A.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting in connection with the evaluation required under paragraph (d) of Rule 13a-15 of the Exchange Act that occurred during the fiscal quarter ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company is aware that under the rules of the SEC, it will be required to establish a Sarbanes-Oxley compliant independent audit committee, develop internal financial review, and include an auditor attestation report on internal control over financial reporting when it files its annual report for fiscal year ending September 30, 2010.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Our management is not aware of any significant litigation, pending or threatened, that would have a significant adverse effect on our financial position or results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. REMOVED AND RESERVED.

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with 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 thereunto duly authorized.

OHR PHARMACEUTICAL, INC.

Date January 24, 2010	By:	/s/ Irach Taraporewala
	Name:	Irach Taraporewala
	Title:	Chief Executive Officer

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