

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2015

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ **to.** _____

Commission File No: 333-88480

OHR PHARMACEUTICAL, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	46-5622433
<i>(State or Other Jurisdiction of Incorporation or Organization)</i>	<i>(I.R.S. Employer Identification No.)</i>

800 Third Ave, 11th Floor
New York, NY 10022
(Address of Principal Executive Offices)

212-682-8452
Registrant's telephone number, including area code

Securities registered under Section 12(b) of the Exchange Act: Common Stock, par value \$0.0001 per share
Name of each exchange on which registered: NASDAQ Capital Market

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Securities registered under to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes
No

Indicate by check mark whether the registrant: (1) has 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 past 90 days. Yes No

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 No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes No

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.

(Check One): Large accelerated filer Accelerated filer Non-accelerated Smaller reporting company

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates at March 31, 2015, the last business day of the registrant's most recently completed second fiscal quarter, was \$65,938,100 (based on the closing price of the registrant's common stock on the NASDAQ Capital Market on such date). Shares of common stock held by each executive officer and director and by each person who owns 10% or more of the outstanding common stock of the registrant have been excluded in that such person might be deemed to be an affiliate. This determination of affiliate status might not be conclusive for other purposes.

At December 1, 2016, the registrant had 32,076,396 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the Annual Report on Form 10-K for the fiscal year ended September 30, 2015 of Ohr Pharmaceutical, Inc., as filed with the Securities and Exchange Commission on December 14, 2015 (the “Original Form 10-K”), is being filed for the sole purpose of filing a revised consent of independent registered public accounting firm as Exhibit 23.1

This Amendment speaks as of the original filing date of the Original Form 10-K, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the Original Form 10-K.

Part IV

ITEM 15 EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(3)

Exhibit Number	Description of Exhibit	The filings referenced for incorporation by reference are Ohr Pharmaceutical, Inc. (File No. 001-35963)
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>	Filed herewith
31.1	<u>Section 302 Certification of Chief Executive Officer</u>	Filed herewith
32.2	Section 302 Certification of Chief Financial Officer	Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

REGISTRANT:
OHR PHARMACEUTICAL, INC.

Dated: December 7, 2016 By: /s/ JASON SLAKTER
Jason Slakter, CEO (Principal Executive Officer)

Dated: December 7, 2016 By: /s/ SAM BACKENROTH
Sam Backenroth, CFO
(Principal Accounting and Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: December 7, 2016 By: /s/ JASON SLAKTER
Jason Slakter, Director

Dated: December 7, 2016 By: *
Ira Greenstein, Director

Dated: December 7, 2016 By: *
Orin Hirschman, Director

Dated: December 7, 2016 By: *
June Almenoff, Director

Dated: December 7, 2016 By: *
Thomas Riedhammer, Director

*By: /s/ Sam Backenroth December 7, 2016

Sam Backenroth
Attorney-In-Fact