

Edgar Filing: Ohr Pharmaceutical Inc - Form 8-K

Ohr Pharmaceutical Inc  
Form 8-K  
April 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): April 10, 2017

OHR Pharmaceutical, Inc.

(Exact Name of Registrant as Specified in Its Charter)

<u>Delaware</u>	<u>333-88480</u>	<u>46-5622433</u>
(State or Other Jurisdiction of Incorporation)	(Commission (I.R.S. Employer File Number) Identification No.)	

<u>800 Third Avenue, 11<sup>th</sup> Floor, New York, NY</u>	<u>10022</u>
(Address of Principal Executive Offices)	(Zip Code)

(212) 682-8452

(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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On April 6, 2017, Ohr Pharmaceutical, Inc., (the "Company") received a written notice (the "Notice") from NASDAQ Stock Market LLC ("Nasdaq") that the Company has not been in compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for a period of 30 consecutive business days. Nasdaq Listing Rule 5550(a)(2) requires listed securities to maintain a minimum closing bid price of \$1.00 per share, and Nasdaq Listing Rule 5810(c)(3)(A) provides that a failure to meet the minimum closing bid price requirement exists if the deficiency continues for a period of 30 consecutive business days. The Notice has no immediate effect on the listing of the Company's common stock on the Nasdaq Capital Market.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company is provided a compliance period of 180 calendar days from the date of the Notice, or until October 3, 2017, to regain compliance with the minimum closing bid price requirement. If the Company does not regain compliance during the compliance period ending October 3, 2017, the Company may be afforded a second 180 calendar day period to regain compliance. To qualify for the second compliance period, the Company must (i) meet the continued listing requirement for market value of publicly-held shares and all other initial listing standards for the Nasdaq Capital Market, with the exception of the minimum closing bid price requirement and (ii) notify Nasdaq of its intent to cure the deficiency. The Company can achieve compliance with the minimum closing bid price requirement if, during either compliance period, the minimum closing bid price per share of the Company's common stock is at least \$1.00 for a minimum of ten consecutive business days.

The Company plans to carefully assess potential actions to regain compliance. However, the Company may be unable to regain compliance with the minimum closing bid price requirement during the compliance period(s), in which case the Company anticipates Nasdaq will provide a notice to the Company that its shares of common stock are subject to delisting.

**Item 8.01**

**Other Events.**

On April 10, 2017, the Company issued a press release announcing that it closed a public offering of common stock and warrants. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On April 10, 2017, the Company issued a press release providing an update on the Company's ongoing Squalamine clinical trial in Wet-AMD. The press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01**

**Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press release dated April 10, 2017

99.2 Press release dated April 10, 2017

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.

OHR  
PHARMACEUTICAL, INC  
(Registrant)

Date: April 10, 2017 By: /s/ Sam Backenroth  
Sam Backenroth  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated April 10, 2017

99.2 Press release dated April 10, 2017