

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

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 18, 2013

Ohr Pharmaceutical, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of Incorporation)

333-88480

(Commission File Number)

#90-0577933

(IRS Employer Identification No.)

489 5th Ave, 28th Floor, New York, NY

(Address of Principal Executive Offices)

10017

(Zip Code)

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

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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02 Unregistered Sales of Equity Securities.

On April 5, 2013, Ohr Pharmaceutical Inc. (“we” or, the “Company”), notified holders of the Company’s Series B Warrants, exercisable at \$1.1911787 per warrant (the “Series B Warrants”) that it had accelerated the date of expiration of the Series B Warrants in accordance with their terms to April 18, 2013 at 4:00pm EDT. The letter also outlined an offer to Series B Warrant holders that exercise at least 33% of their Series B Warrant holdings to amend the terms of such holders’ unexercised Series B Warrants (the “Qualified Warrants”) to provide for (i) an extension of the expiration date of the Qualified Warrants to September 30, 2013 (“New Warrant Expiration Date”), (ii) increase of the exercise price to \$2.25, (iii) acceleration of the New Warrant Expiration Date at the option of the Company following a period of 5 consecutive trading days where the market price per share exceeds 200% of the exercise price then in effect, and (iv) exercise via a net exercise feature (the Qualified Warrants, as amended, referred to as the “Amended Series B Warrants”).

On April 18, 2013, at the 4:00 pm EDT expiration deadline, the Company received notices for the exercise 4,244,984 Series B Warrants for gross proceeds of approximately \$5.056 million dollars. Accordingly, the Company issued 4,244,984 shares of Company common stock, and 6,760,593 Qualified Warrants were converted to 6,760,593 Amended Series B Warrants. 979,790 Series B Warrants were not exercised and have expired.

The sale of the securities issued upon exercise of the Series B Warrants was exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 4(2) thereof and Regulation D or Regulation S promulgated thereunder, as transactions by an issuer not involving a public offering. The purchasers of the securities represented their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, with appropriate restrictive legends, if applicable, affixed to the certificates for securities issued in the Offering. All purchasers of the securities represented and warranted, among other things, that they were accredited investors within the meaning of Regulation D or non-U.S. persons within the meaning of Regulation S, that they had the knowledge and experience in financial and business matters necessary to evaluate the merits and risks of an investment in the Company and had the ability to bear the economic risks of the investment, and that they had adequate access to information about the Company.

Item 3.03 Material Modification to the Rights of Security Holders.

Pursuant to Amendment 3 to Warrant Agreement, dated April 18, 2013, the Company amended the terms of the Qualified Warrants, as described above, to provide for (i) extension of the expiration date of the Qualified Warrants to September 30, 2013 (“New Warrant Expiration Date”), (ii) increase of the exercise price to \$2.25, (iii) acceleration of the New Warrant Expiration Date at the option of the Company following a period of 5 consecutive trading days where the market price per share exceeds 200% of the exercise price then in effect, and (iv) exercise via a net exercise feature.

<u>Exhibit No.</u>	<u>Description</u>
10.30	<u>Notice to Series B Warrant Holders, Dated April 5, 2013</u>
10.31	<u>Amendment 3 to Warrant Agreement, Dated April 18, 2013</u>
99.1	<u>Press Release Dated April 22, 2013</u>

SIGNATURES

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.

Dated: April 22, 2013

By: /s/ Irach Taraporewala
Dr. Irach Taraporewala, President and CEO



April 5, 2013

CONFIDENTIAL

**NOTICE OF ACCELERATED WARRANT EXPIRATION DATE
AND
WARRANT EXERCISE INCENTIVE OFFER**

Dear Series B Warrant holder:

The outstanding Series B Warrants (the "Warrants") of Ohr Pharmaceutical Inc. (formerly known as BBM Holdings Inc., "we" or the "Company") will expire in accordance with their terms on April 30, 2013 (the "Warrant Expiration Date"). The Warrants were issued pursuant to the Warrant Agreement (as amended, the "Warrant Agreement"), dated October 31, 2006, between the Company and Transfer Online, Inc., as Warrant Agent (the "Warrant Agent"). In accordance with the Warrant Agreement, the Warrant Expiration Date of the Warrants may be accelerated at the option of the Company following a period of 5 consecutive trading days where the market price per share (as defined in the Warrant Agreement) of the Company's Common Stock exceeds \$1.50.

In order to encourage exercise of the Warrants to raise additional capital to execute on our business and clinical trial initiatives and increase our shareholder equity (one of the requirements necessary for our proposed uplisting to Nasdaq), the Company hereby offers (the "Incentive Offer") to provide to those Warrant holders that exercise at least 33% of their Warrants the revised terms for their remaining Warrants set forth below, including for such remaining Warrants a \$2.25 per share exercise price, cashless exercise, acceleration of the New Warrant Expiration Date at the discretion of the Company when the market price per share is \$4.50 or above, and an extension of the Warrant Expiration Date until September 30, 2014.

Acceleration of Warrant Expiration Date

The Company has elected to accelerate the Warrant Expiration Date to April 18, 2013, and has sent out notice of such acceleration via the Warrant Agent in accordance with the Warrant Agreement to all holders of Warrants.

Exercise of Warrants

Warrants can be exercised by delivery of (i) the Warrants, with Form of Subscription attached hereto completed and signed and (ii) payment in full by check or wire of the aggregate exercise price to the Company at 489 5th Avenue, 28th Floor, New York NY 10017, prior to their expiration on April 18, 2013. The current exercise price for Class B Warrants is \$1.1911787. The exercise price is a substantial discount to the last closing price of \$1.58 preceding the date of this notice. The Warrants not exercised by the close of business on April 18, 2013, shall expire unless extended by the Company in accordance with the Incentive Offer described below.

Incentive Offer

As an inducement to holders to exercise their Warrants, the Company hereby agrees to the following Incentive Offer: any Warrant holder that is an accredited investor and exercises at least 33% of such holder's aggregate beneficial ownership (as defined under the rules of the Securities and Exchange Commission (the "SEC")) of Warrants shall receive an extension of such holder's remaining Warrants (post-exercise) on the following terms:

- The exercise price will be raised to \$2.25 per share.
 - The Warrant Expiration Date will be extended to September 30, 2014 (the "New Warrant Expiration Date").
 - The Company, at its sole discretion, may accelerate the New Warrant Expiration Date when the Market Price per share of the Company's Common Stock is \$4.50 or above. "Market Price per share" shall mean the average closing prices of the Company's Common Stock for 5 consecutive trading days ending no later than the 5th day prior to the giving of notice of acceleration of the New Warrant Expiration Date.
 - In addition to the option to exercise for cash consideration, these Warrants, as extended, can be exercised via a net exercise/cashless exercise provision.
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As an example for illustration purposes only, if you beneficially own 10,000 Warrants, and you exercise 6,000 Warrants, you must deliver 6,000 of your Warrants to the Company with the attached Form of Subscription filled out and signed and with payment of \$7,147.13 (\$1.1911787 times 6,000 and rounded up to the nearest penny), and the Company will deliver to you 6,000 shares of Company Common Stock (with a restrictive legend as described in the Warrant). Your remaining 4,000 Warrants will be extended on the terms set forth in the Incentive Offer above.

If you do not exercise at least 33% of your beneficially owned Warrants, all unexercised Warrants will expire on April 18, 2013.

You do not have to accept the Incentive Offer, and you continue to have the right to exercise all of your Series B Warrants until April 18, 2013.

Your decision to exercise Warrants is only open until 4:00 P.M. EDT on April 18, 2013. Warrants not exercised prior to such time (other than remaining Warrants that qualify for the Incentive Offer) will expire at such time.

You should carefully consider the “Risk Factors” in the Company’s Annual Report on Form 10–K for the fiscal year ended September 30, 2012, as filed with the SEC on January 9, 2013, and the other information contained in our filings with the SEC, all of which may affect our future results of operations. If any of the adverse events described in such Risk Factors and filings actually occur, our business, financial condition and operating results could be materially adversely affected and you may lose part or all of the value of your investment in the Company. If you choose to exercise all or a portion of your Warrants, you should be able to bear a complete loss of your investment

Please contact me (sam@ohrpharmaceutical.com, tel 212-682-8452) if you have any questions concerning expiration of the Warrants and this Incentive Offer.

Very truly yours,

Sam Backenroth
Chief Financial Officer
Ohr Pharmaceutical Inc
489 5th Avenue, 28th Floor
New York, NY 10017

FORM OF SUBSCRIPTION

(To be signed only upon exercise of Warrant)

To: OHR PHARMACEUTICAL, INC. ("OHR"):

The undersigned, the Holder of the within Warrant, hereby irrevocably elects to exercise (in accordance with the terms of the Warrant as modified by OHR's Incentive Offer, dated April 4, 2013, the purchase right represented by such Warrant for, and to purchase thereunder,

_____ shares of Common Stock of OHR PHARMACEUTICAL, INC., and herewith makes payment therefor of \$ _____.

and requests that the certificates for such shares be issued in the name of, and delivered to, _____, whose address is _____. And whose social security number or tax identification number is _____.

The undersigned represents that the undersigned is (a) an accredited investor (as defined in the rules of the Securities and Exchange Commission) and (b) acquiring such securities for its own account for investment and not with a view to or for sale in connection with any distribution thereof (except for any resale pursuant to, and in accordance with a valid registration statement effective under the Securities Act of 1933).

Dated: April __, 2013

(Signature must conform in all respects to name of Holder as specified on the face of the Warrant)

AMENDMENT 3 TO WARRANT AGREEMENT

This AMENDMENT 3, dated as of April 18, 2013, to the WARRANT AGREEMENT (as amended prior to the date hereof, the "Warrant Agreement"), dated the 31st day of October, 2006, between OHR PHARMACEUTICAL INC. (formerly known as BBM Holdings, Inc.), a Delaware corporation (the "Company"), and STANDARD REGISTRAR AND TRANSFER COMPANY (formerly known as COTTONWOOD STOCK TRANSFER), as Warrant Agent (the "Warrant Agent").

WITNESSETH:

WHEREAS, in order to facilitate future exercise of the Warrants, the Company has offered (the "Incentive Offer") to provide to those Warrant holders that exercise at least 33% of their Warrants the revised terms for their remaining Warrants (the "Remaining Warrants") set forth below, including for such Remaining Warrants a \$2.25 per share Purchase Price, cashless exercise, acceleration of the Warrant Expiration Date at the discretion of the Company when the market price per share exceeds 200% of the Purchase Price then in effect, and an extension of the Warrant Expiration Date until September 30, 2014, subject to the effectiveness of this Amendment 3 to Warrant Agreement;

WHEREAS, the amendments as provided herein shall not adversely affect the interests of the holders under the Warrant Agreement;

WHEREAS, capitalized terms not otherwise defined herein shall have the meaning set forth in the Warrant Agreement;

NOW, THEREFORE, in consideration of the premises and the agreements hereinafter set forth, the parties hereto agree as follows:

1. Incentive Offer. Each Warrant holder that is an accredited investor and exercises at least 33% of such holder's aggregate beneficial ownership (as such terms are defined under the rules of the Securities and Exchange Commission) of Warrants (the "Qualified Holder") shall receive an extension of such Qualified Holder's Remaining Warrants (post-exercise) on the following terms:

(a) The Purchase Price will be raised to \$2.25 per share.

(b) The Warrant Expiration Date will be extended to September 30, 2014 (the "New Warrant Expiration Date").

(c) In addition to the option to exercise for cash consideration, the rights of Registered Holders under Section 4(b) of the Warrant Agreement to exercise the Remaining Warrants by surrender of Common Stock or Warrants shall be reinstated through the New Warrant Expiration Date.

(d) Warrants exercised on or before April 18, 2013 in connection with this Section 1 may be exercised by delivery of the Warrants, the applicable executed exercise form and payment to the Company at 489 Fifth Avenue, 28th Floor, New York, New York 10017, and exercise shall be deemed complete on April 18, 2013.

2. Acceleration of New Warrant Expiration Date. In the event the market price per share of the Company's Common Stock shall exceed an amount equal to 200% of the Purchase Price then in effect, the Company at its option may accelerate the New Warrant Expiration Date on ten (10) business days' notice (the "Termination Notice"). Market price for the purpose of this Section 2 shall mean the average closing bid price of the Common Stock for five (5) consecutive trading days as reported on the Pink Sheets or the official report of Nasdaq or any U.S. national securities exchange if the Common Stock of the Company is listed, ending no later than the fifth (5th) day prior to the giving of the Termination Notice. The Termination Notice shall specify the date fixed for termination, which upon such notice shall be the amended New Warrant Expiration Date. If the giving of Termination Notice shall have been completed as above provided, the right to exercise the Warrants shall terminate at the close of business on the amended New Warrant Expiration Date.

3. Warrant Agent. (a) The Company agrees to indemnify and hold harmless the Warrant Agent against any and all loss, liability, claim, damage and expense whatsoever (including without limitation reasonable attorneys' fees and expenses) arising out of or based upon any false representation or warranty of, or breach or failure by the Company to comply with any covenant made by, the Company herein.

(b) The Warrant Agent makes no representations as to the validity or sufficiency of this Amendment 3. The recitals above are statements of the Company and the Warrant Agent assumes no responsibility for their correctness.

4. Miscellaneous. (a) Except as specifically provided herein, (i) the Warrant Agreement shall continue to be in full force and effect and is hereby in all respects ratified and confirmed, (ii) the execution, delivery and effectiveness of this Amendment 3 shall not operate as a waiver of any right, power or remedy of the parties under the Agreement, nor constitute a waiver of any provision of any of the Warrant Agreement except as specified herein, (iii) all references to the Warrant Agreement in the Warrant Agreement and this Amendment 3 shall refer to the Warrant Agreement as amended hereby and as amended from time to time, and (iv) this Amendment 3 shall be subject to Sections 11, 12, 13 and 14 of the Warrant Agreement.

(b) This Amendment 3 may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This Amendment 3 shall be accepted, effective and binding, for all purposes, when the parties shall have signed and transmitted to each other, by fax, .pdf or otherwise, copies of this Amendment 3.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment 3 to Warrant Agreement to be duly executed and delivered by their proper and duly authorized officers, as of the date and year first above written.

[SEAL]

OHR PHARMACEUTICAL INC.

STANDARD REGISTRAR AND TRANSFER COMPANY, as Warrant Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

Ohr Pharmaceutical Announces \$5 Million Financing from Exercise of Warrants

Company Fully Funded Through Completion of Phase II Squalamine Eye Drop Trial for Wet-AMD and Into 2015

NEW YORK, NY--(PR Newswire -04/22/13)- Ohr Pharmaceutical Inc. (OTCQB:OHRP), a pharmaceutical company focused on the development of novel therapeutics for unmet medical needs, today announced that Ohr raised approximately \$5.05 million dollars from institutional and accredited shareholders through the exercise of Series B Warrants. The Company intends to use the net proceeds from this offering to complete its Phase II Squalamine eye drop clinical trial for the wet form of age-related macular degeneration, further the clinical development of Squalamine eye drops for the treatment of other neovascular ophthalmic disorders, fund continued development of other pipeline molecules, and for general corporate purposes.

"The Company's ability to raise significant capital on favorable terms and provide itself with a cash runway into 2015 is a confirmation of the continued progress on the Company's clinical development programs," said Ira Greenstein, Chairman of the Board of Directors. "The additional capital will allow us to continue to execute on the Company's strategy and increases shareholder equity, one of the requirements for our proposed uplisting to Nasdaq."

"We would like to thank our shareholders for their continued support," said Dr. Irach B. Taraporewala, CEO of Ohr Pharmaceutical. "I am pleased to report that we anticipate completing 50% enrollment in the Phase II Squalamine eye drop trial midyear and look forward to continuing to update shareholders on the progress of our clinical trial and business initiatives."

About the Warrant Exercise

On April 5, 2013, the Company gave notice to Series B Warrant holders that the Company was opting to accelerate the expiration date of the Series B Warrants to April 18, 2013. Additionally, as an incentive to encourage exercise of the Series B Warrants, the Company offered to those Series B Warrant holders that exercise at least 33% of their Series B Warrants, an extension of their remaining Series B Warrants until September 30, 2014 with amended terms. The extended Series B Warrants have a higher exercise price of \$2.25, and the Company will have the right to accelerate their expiration date if the market price per share is at least 200% of the exercise price (\$4.50). Certain Series B Warrant holders exercised 4,244,984 Series B Warrants at the exercise price of \$1.1911787 per share, and the Company extended the expiration date of such holders' 6,760,593 remaining Series B warrants until September 30, 2014, with an exercise price of \$2.25 subject to the amended terms. 979,790 Series B Warrants expired unexercised.

The sale of the securities issued upon exercise of the Series B Warrants was exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 4(2) thereof and Regulation D or Regulation S promulgated thereunder, as transactions by an issuer not involving a public offering. The purchasers of the securities represented their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, with appropriate restrictive legends, if applicable, affixed to the certificates for securities issued in the Offering. All purchasers of the securities represented and warranted, among other things, that they were accredited investors within the meaning of Regulation D or non-U.S. persons within the meaning of Regulation S, that they had the knowledge and experience in financial and business matters necessary to evaluate the merits and risks of an investment in the Company and had the ability to bear the economic risks of the investment, and that they had adequate access to information about the Company.

About Ohr Pharmaceutical Inc.

Ohr Pharmaceutical Inc. (OHRP) is a pharmaceutical company dedicated to the clinical development of new drugs for underserved therapeutic needs in large and growing markets. The Company is focused on two lead phase II clinical compounds: Squalamine Eye Drops for the treatment of the wet form of age-related macular degeneration, and OHR/AVR118 for the treatment of cancer cachexia. Additional information on the company can be found at www.ohrpharmaceutical.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

This news release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are made only as the date thereof, and Ohr Pharmaceutical undertakes no obligation to update or revise the forward-looking statement whether as a result of new information, future events or otherwise. Our actual results may differ materially and adversely from those expressed in any forward-looking statements as a result of various factors and uncertainties, including the future success of our scientific studies, our ability to successfully develop products, rapid technological change in our markets, changes in demand for our future products, legislative, regulatory and competitive developments, the financial resources available to us, and general economic conditions. Shareholders and prospective investors are cautioned that no assurance of the efficacy of pharmaceutical products can be claimed or assured until final testing, and no assurance or warranty can be made that the FDA or Health Canada will approve final testing or marketing of any pharmaceutical product. Ohr's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q discuss some of the important risk factors that may affect our business, results of operations and financial condition. We disclaim any intent to revise or update publicly any forward-looking statements for any reason.

Contact:

Ohr Pharmaceutical Inc.

Investor Relations:

Tel: (877) 215-4813

Email: ir@ohrpharmaceutical.com
