

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

FORM S-3

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

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 Number)

**800 Third Avenue, 11th Floor
New York, New York 10022
(212) 682-8452**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Irach Taraporewala
Chief Executive Officer
Ohr Pharmaceutical, Inc.
800 Third Avenue, 11th Floor
New York, New York 10022
(212) 682-8452**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

With a copy to:
**James Kardon, Esq.
Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022
(212) 478-7250**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Registration No. 333-193434

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement filed pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer
Non-Accelerated Filer

Accelerated Filer
Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common stock, par value \$0.0001	300,000	\$10.00	\$3,000,000	\$386

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (2) The registrant previously registered securities at an aggregate offering price not to exceed \$15,000,000 on a Registration Statement on Form S-3 (File No. 333-193434), which was declared effective by the Securities and Exchange Commission on January 31, 2014. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$3,000,000 is hereby registered.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of common stock of the Registrant contemplated by the Registration Statement on Form S-3, as amended (File No. 333-193434), originally filed by the Registrant on January 17, 2014, as amended (the "Prior Registration Statement"), and which the SEC declared effective on January 31, 2014.

This Registration Statement is being filed for the sole purpose of increasing by 300,000 shares the number of shares of common stock to be registered for issuance and sale. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on the 8th of April, 2014.

Ohr Pharmaceutical, Inc.

By: /s/ Irach Taraporewala
Irach Taraporewala
President and Chief Executive Officer
(principal executive officer)

By: /s/ Sam Backenroth
Sam Backenroth
Chief Financial Officer and Controller
(principal financial officer and
principal accounting officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Irach Taraporewala</u> Irach Taraporewala	CEO and Director	April 8, 2014
<u>/s/ Irach Taraporewala, attorney in fact</u> Ira Greenstein	Director	April 8, 2014
<u>/s/ Irach Taraporewala, attorney in fact</u> Orin Hirschman	Director	April 8, 2014
<u>/s/ Irach Taraporewala, attorney in fact</u> June Almenoff	Director	April 8, 2014
<u>/s/ Irach Taraporewala, attorney in fact</u> Thomas Riedhammer	Director	April 8, 2014

EXHIBIT INDEX

- [5.1*](#) [Opinion of Hahn & Hessen LLP.](#)
- [23.1*](#) [Consent of MaloneBailey LLP.](#)
- [23.2*](#) [Consent of Hahn & Hessen LLP \(included in Exhibit 5.1\).](#)
- 24.1+ Power of Attorney

* Filed herewith.

+ Incorporated by reference from the Prior Registration Statement.



Hahn & Hessen LLP
488 Madison Avenue, New York, NY 10022
T 212.478.7200 F 212.478.7400 hahnhausen.com

Ohr Pharmaceutical, Inc.
800 Third Avenue, 11th Floor
New York, NY 10022

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Ohr Pharmaceutical, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a registration statement on Form S-3 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission on April 8, 2014, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration under the Securities Act of 300,000 shares of the Company's common stock, \$0.0001 par value per share (the "Shares"). The Company filed a Registration Statement on Form S-3 (File No. 333-193434) (as amended or supplemented, the "Prior Registration Statement"), which is incorporated by reference into the Registration Statement pursuant to Rule 462(b) under the Securities Act. This opinion is in addition to our opinion that was filed as Exhibit 5.1 to the Company's Prior Registration Statement.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement and all exhibits thereto, (ii) the Prior Registration Statement and all exhibits thereto, (iii) the Certificate of Incorporation, as amended, of the Company and (iv) the By-laws, as amended of the Company. We have also examined such corporate records and other agreements, documents and instruments, and such certificates or comparable documents of public officials and officers and representatives of the Company, and have made such inquiries of such officers and representatives and have considered such matters of law as we have deemed appropriate as the basis for the opinions hereinafter set forth.

In delivering this opinion, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the accuracy and completeness of all records, information and statements submitted to us by officers and representatives of the Company. In making our examination of documents executed by parties other than the Company, we have assumed that such parties had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization of all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof with respect to such parties.



April 8, 2014
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Our opinion is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the subscription agreements entered into with the several purchasers of the Shares and the Prospectus Supplement filed pursuant to the Prior Registration Statement, will be validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

Hahn & Hessen LLP

By: /s/ JAMES KARDON
Partner



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated December 27, 2013 with respect to the audited financial statements of Ohr Pharmaceutical, Inc. for the year ended September 30, 2013.

We also consent to the references to us under the heading "Experts" in such Registration Statement.

Malone Bailey, LLP

www.malone-bailey.com
Houston, Texas

April 7, 2014

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