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 10, 2017

OHR Pharmaceutical, Inc.
(Exact Name of Registrant as Specified in Its Charter)

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

800 Third Avenue, 11th Floor, New York, NY	10022
(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 Pharaceutical, 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

Exhibit 99.1

Ohr Pharmaceutical Announces Closing of Public Offering of Common Stock and Warrants

NEW YORK, April 10, 2017 -- Ohr Pharmaceutical, Inc. (Nasdaq: OHRP), an ophthalmology research and development company, today announced that it has closed its previously announced public offering of common stock and warrants. The Company sold an aggregate 20,250,032 shares of common stock at a price to the public of $0.70 per share. Investors also received series warrants to purchase up to an aggregate of 14,175,059 shares of common stock with an exercise price of $1.00. The warrants are immediately exercisable and have a term of five years. Gross proceeds to the Company from the sale of the shares were approximately $14,175,000, excluding any proceeds from the exercise of warrants. The transaction was led by existing investors and included the participation of management and the board of directors.

“I would like to thank the new and existing investors for their participation in the offering and ongoing support for our efforts to bring novel therapies to patients with serious ocular diseases,” commented Dr. Jason Slakter, CEO of Ohr.

Rodman & Renshaw, a unit of H.C. Wainwright & Co., and Chardan acted as the co-lead placement agents for the offering.

The Company intends to use the proceeds from the offering for working capital and other general corporate purposes, including the completion and data readout of the ongoing MAKO clinical study investigating Squalamine in wet-AMD.

The securities described above are being offered by the Company pursuant to a shelf registration statement (File No. 333-201368) previously filed and declared effective by the Securities and Exchange Commission (“SEC”) on January 21, 2015. A preliminary prospectus supplement and accompanying prospectus relating to the offering has been filed with the SEC and a final prospectus supplement and accompanying prospectus will be filed with the SEC. When available, electronic copies of the final prospectus supplement and accompanying prospectus relating to the offering may be obtained from H.C. Wainwright & Co., LLC by e-mailing placements@hcwco.com or by calling (646) 975-6996, or Chardan Capital Markets, LLC, at +1 (646) 465-9000, or by accessing the SEC’s website at www.sec.gov.

About Ohr Pharmaceutical, Inc.
Ohr Pharmaceutical, Inc. (OHRP) is an ophthalmology research and development company. The company's lead drug candidate, Squalamine lactate ophthalmic solution, 0.2% (also known as OHR-102), is currently being studied using an eye drop formulation in a clinical trial for the treatment of the wet form of age-related macular degeneration. In addition, Ohr has a sustained release micro fabricated micro-particle ocular drug delivery platform technology. Additional information on the company may 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 we undertake 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 our expectations with respect to the public offering, including statements about our intended use of proceeds from the offering, our ability to raise sufficient funds to perform and conclude clinical trials, the financial resources available to us, the ability to negotiate and conclude a strategic partnership, 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, and general economic conditions. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. 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 will approve final testing or marketing of any pharmaceutical product. Our 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.

Contact:
Ohr Pharmaceutical Inc.
Investor Relations
888-388-2327
ir@ohrpharmaceutical.com

LifeSci Advisors, LLC
Michael Wood
646-597-6983
mwood@lifesciadvisors.com

Exhibit 99.2

Ohr Pharmaceutical Provides Update on Ongoing Squalamine Clinical Trial in Wet-AMD

- *Results from Ongoing Clinical Trial in Wet-AMD (The MAKO Study) Expected by the End of Calendar 2017 or Early 2018*
- *Company Now Fully Funded Through Efficacy Data From Ongoing Trial and into 2018*

NEW YORK, April XX, 2017 -- Ohr Pharmaceutical, Inc. (Nasdaq: OHRP), an ophthalmology research and development company, today announced that it plans to amend the ongoing clinical trial investigating Squalamine in wet-AMD (the MAKO Study) to enable efficacy analyses by the end of calendar 2017 or early 2018. The study remains a multi-center, randomized, double-masked, placebo controlled clinical trial. The subjects enrolled in the study, over 200 in total, will continue to receive their assigned study treatment of monthly Lucentis® and either Squalamine or placebo drops twice daily, and undergo scheduled visits and assessments through nine months. The primary endpoint will be an assessment of visual acuity at nine months.

“This strategic approach should provide efficacy data by year end or early next year with the goal of confirming the benefits seen in the prior Phase 2 IMPACT study,” stated Dr. Jason Slakter, CEO. “The ongoing clinical trial has prospectively enrolled the patient population identified from the IMPACT study that has the greatest potential to benefit from Squalamine combination therapy. We remain excited about the potential of Squalamine, a differentiated, topical, multi-target angiogenesis inhibitor, and believe that this is the optimal approach to help patients, maximize value for shareholders, and enhance our ongoing business development efforts.”

Dr. Slakter continued, “Following the closing of the financing today, we are funded into 2018, including the completion of our ongoing clinical trial and data readout by the end of calendar 2017 or early 2018.”

About the Ongoing Squalamine Clinical Trial (1601 Study/MAKO)
The ongoing clinical study, MAKO, is a multi-center, randomized, double masked, placebo controlled clinical trial. More than 200 subjects have been enrolled and the study remains double masked. No interim or futility analyses have been conducted. The data safety monitoring board has confirmed that there are no safety concerns and recommended the study continue as planned. The company plans to amend the ongoing clinical trial to enable efficacy analyses by the end of calendar 2017 or early 2018. Subjects enrolled in the study will continue to receive their assigned study treatment of monthly Lucentis® and either Squalamine or placebo drops twice daily, and undergo scheduled visits and assessments through nine months. The primary endpoint will be an assessment of visual acuity.

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