

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): October 4, 2017

Ohr Pharmaceutical, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-88480
(Commission
File Number)

46-5622433
(I.R.S. Employer
Identification No.)

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

10022
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On October 4, 2017, Ohr Pharmaceutical, Inc (the “Company”) received a written notice from The NASDAQ Stock Market LLC (“Nasdaq”) that the Company has been granted an additional 180 calendar days, or until April 2, 2018, to regain compliance with the minimum \$1.00 bid price per share requirement of the Listing Rules of Nasdaq.

As previously reported on a Current Report on Form 8-K filed on April 10, 2017 with the Securities and Exchange Commission, on April 6, 2017, the Company received a written notification from Nasdaq that the Company had 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 notification had no immediate effect on the listing or trading of the common stock on the Nasdaq Capital Market.

In accordance with Nasdaq’s Listing Rule 5810(c)(3)(A), the Company had a period of 180 calendar days, or until October 3, 2017, to regain compliance with the minimum closing bid price requirement. At the end of September 2017, the Company determined that it would not be in compliance with the minimum closing bid price requirement by October 3, 2017, which would subject the Company’s common stock to delisting from The Nasdaq Capital Market. As a result, the Company notified Nasdaq and applied for an extension of the cure period, as permitted under the original notification. In the application, the Company indicated that it met 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, and provided written notice of its intention to cure the deficiency during the second compliance period of an additional 180 days. During the second 180 day extension period, if necessary, the Company will seek shareholder approval for a reverse share split in order to meet the Nasdaq Capital Market minimum bid price requirements, and effect a reverse stock split to regain compliance; However, the Company has no current plans to do so.

If at any time before April 2, 2018, the bid price of the Company’s common stock closes at or above \$1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written notification that the Company has achieved compliance with the minimum closing bid price requirement.

If compliance with the minimum closing bid price requirement cannot be demonstrated by April 2, 2018, Nasdaq will provide written notification that the Company’s common stock will be delisted. At that time, the Company may appeal Nasdaq’s determination to a Hearings Panel.

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: October 10, 2017

By: /s/ Sam Backenroth
Sam Backenroth
Chief Financial Officer
