

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): June 27, 2019

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, 11<sup>th</sup> 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	OHRP	Nasdaq Capital Market

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 1.01 Entry into a Material Definitive Agreement.**

As previously reported, on January 2, 2019, Ohr Pharmaceutical, Inc., a Delaware corporation (“**Ohr**” or the “**Company**”), Ohr Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of the Company (“**Merger Sub**”), and NeuBase Therapeutics, Inc., a Delaware corporation (“**NeuBase**”), entered into an Agreement and Plan of Merger and Reorganization (the “**Merger Agreement**”), pursuant to which, among other things, subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, Merger Sub will merge with and into NeuBase, with NeuBase becoming a wholly-owned subsidiary of the Company and the surviving corporation of the merger (the “**Merger**”).

On June 27, 2019, the parties to the Merger Agreement executed that certain First Amendment to the Merger Agreement (the “**First Amendment**”) to extend the date that Ohr or NeuBase may terminate the Merger Agreement from June 30, 2019 to August 31, 2019.

The foregoing summary of the First Amendment does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the First Amendment, a copy of which is filed as Exhibit 2.1 hereto and is incorporated herein by reference.

**Item 8.01 Other Events.**

On March 18, 2019, a lawsuit was filed by an alleged individual shareholder in the United States District Court for the Southern District of New York against Ohr Pharmaceutical, Inc. (“**Ohr**”) and its board of directors, captioned *Gomez v. Ohr Pharmaceutical, Inc., et al.*, Case No. 1:19-cv-02386 (the “**Gomez Action**”), alleging that the defendants violated federal securities laws by disseminating proxy materials that included allegedly material misstatements or omissions in connection with a Form S-4 Registration Statement (the “**Registration Statement**”) filed by Ohr with the U.S. Securities and Exchange Commission (“**SEC**”) on March 8, 2019. Subsequently, on March 20, 2019, David Lowinger, an alleged stockholder of Ohr, filed a putative class action in the Delaware Court of Chancery, captioned *Lowinger v. Ferguson, et al.*, Case No. 2019-0221-SG (the “**Lowinger Action**”) against Ohr and its board members alleging that the board of directors of Ohr had breached their fiduciary duties in connection with the acquisition of Ohr by NeuBase Therapeutics, Inc. (“**NeuBase**”) and the disclosures made in the Registration Statement. Specifically, the Mr. Lowinger sought additional disclosures to address the alleged deficiencies in the Registration Statement relating to the proposed merger in connection with the stockholder vote thereupon and/or injunctive relief. On April 4, 2019, another putative class action was filed in the United States District Court for the Southern District of New York asserting similar securities violations against Ohr and its board of directors, captioned *Garaygordobil v. Ohr Pharmaceutical, Inc., et al.*, Case No. 1:19-cv-03006 (the “**Garaygordobil Action**”).

On April 16, 2019, Defendants filed an amended Form S-4 Registration Statement with the SEC that addressed and mooted claims made in the *Gomez Action*, *Lowinger Action*, and *Garaygordobil Action* regarding the sufficiency of the disclosures in the Recommendation Statement, and further disclosed that the Company had waived the “don’t-ask-don’t-waive” provisions of 25 standstill agreements that previously had been entered into with potential suitors to acquire the Company.

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On May 1, 2019, the Court of Chancery entered an order dismissing the *Lowinger* Action and retained jurisdiction solely for the purpose of ruling on the plaintiff's anticipated application for an award of attorneys' fees and reimbursement of expenses related to all three actions. On May 17, 2019 and May 21, 2019, the plaintiffs in the *Gomez* Action and *Garaygordobil* Action each filed a notice of voluntary dismissal, dismissing those actions with prejudice as to the name plaintiff and, in the *Garaygordobil* Action, without prejudice as to any claims by other putative class members. The parties subsequently agreed to a payment by Ohr to plaintiffs' counsel of \$180,000 in full satisfaction of any claim for attorneys' fees and expenses in the *Gomez* Action, *Lowinger* Action, and *Garaygordobil* Action. Neither the Court of Chancery nor the United States District Court for the Southern District of New York has been asked to review or approve this payment.

### ***Special Meeting***

As previously reported, on July 10, 2019 at 10:00 a.m. Eastern Time, Ohr will hold a special meeting of its stockholders to vote upon the Merger and related proposals as set forth in the Company's joint proxy statement/prospectus for the special meeting, dated June 6, 2019, a copy of which has been provided to the Company's stockholders of record as of June 3, 2019.

On July 3, 2019, the Company issued a press release reminding its stockholders to vote "FOR" all of the proposals in connection with the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

### ***Additional Information about the Merger and Where to Find It***

In connection with the Merger, Ohr has filed with the SEC a registration statement on Form S-4 that contains a joint proxy statement/prospectus. The registration statement was declared effective by the SEC on June 6, 2019. Investors and security holders of the Company and NeuBase are urged to read these materials when they become available because they will contain important information about the Company, NeuBase and the Merger. The joint proxy statement, information statement, prospectus, and other relevant materials (when they become available), and any other documents filed by the Company with the SEC, may be obtained free of charge at the SEC web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents filed with the SEC by the Company by directing a written request to: Ohr Pharmaceutical, Inc., 800 Third Avenue, 11th Floor, New York, NY, Attention: Corporate Secretary. Investors and security holders are urged to read the joint proxy statement, prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the Merger.

*This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.*

### ***Participants in the Solicitation***

The Company, its directors, executive officers and other employees and NeuBase, its directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the merger is included in the joint proxy statement/prospectus referred to above. Additional information regarding the directors and executive officers of the Company is also included in the Company's Annual Report on Form 10-K for the year ended September 30, 2018 and the proxy statement for the Company's 2018 Annual Meeting of Stockholders. These documents are available free of charge at the SEC web site ([www.sec.gov](http://www.sec.gov)) and from the Company, Attn: Corporate Secretary, at the address described above.

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

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act. These forward-looking statements include, among other things, statements regarding the structure, timing and completion of the proposed merger; the combined company's listing on Nasdaq upon the closing of the proposed merger; the financial position and cash balance of the combined company; expectations regarding ownership structure of the combined company; expectations regarding an issuance and sale of securities or other financing by NeuBase and the expected proceeds thereof, the future operations of the combined company and its ability to successfully initiate and complete clinical trials and achieve regulatory milestones; the nature, strategy and focus of the combined company; the development and commercial potential and potential benefits of any product candidates of the combined company; that the proposed merger will close and will enable the combined company to participate in the possible success of the combined company’s product candidates; that the product candidates have the potential to address critical unmet needs of patients with serious diseases and conditions; and the executive and board structure of the combined company. These forward-looking statements are distinguished by use of words such as “will,” “would,” “anticipate,” “expect,” “believe,” “designed,” “plan,” or “intend,” the negative of these terms, and similar references to future periods. These views involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. Our forward-looking statements contained herein speak only as of the date of this Current Report on Form 8-K. Factors or events that we cannot predict, including those described in the risk factors contained in our filings with the SEC, may cause our actual results to differ from those expressed in forward-looking statements. Ohr and the combined company may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in the forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements deal with future events and are based on Ohr’s current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Ohr or the combined company could differ materially from those described in or implied by the statements in this Current Report on Form 8-K, including: the risk that the conditions to the closing of the transaction are not satisfied, including the failure to timely or at all obtain stockholder approval for the transaction; uncertainties as to the timing of the consummation of the transaction and the ability of each of Ohr and NeuBase to consummate the transaction; risks related to the combined company’s ability to correctly manage its operating expenses and its expenses; risks related to the market price of Ohr’s common stock relative to the exchange ratio; unexpected costs, charges or expenses resulting from the transaction; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed merger transaction; the combined company’s plans to develop and commercialize its product candidates, including NT0100 and NT0200; the timing of initiation of the combined company’s planned clinical trials; the timing of the availability of data from the combined company’s clinical trials; the timing of any planned investigational new drug application or new drug application; the combined company’s plans to research, develop and commercialize its current and future product candidates; the clinical utility, potential benefits and market acceptance of the combined company’s product candidates; the combined company’s commercialization, marketing and manufacturing capabilities and strategy; the combined company’s ability to protect its intellectual property position; and the requirement for additional capital to continue to advance these product candidates, which may not be available on favorable terms or at all, as well as those risks discussed under the heading “Risk Factors” in Ohr’s most recent Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, and in any subsequent filings with the SEC. Except as otherwise required by law, Ohr disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date hereof, whether as a result of new information, future events or circumstances or otherwise.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>2.1</u></a>	First Amendment, dated as of June 27, 2019, to the Agreement and Plan of Merger and Reorganization, dated as of January 2, 2019, by and among Ohr Pharmaceutical, Inc., Ohr Acquisition Corp. and NeuBase Therapeutics, Inc.
<a href="#"><u>99.1</u></a>	Press Release dated July 3, 2019.

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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: July 3, 2019

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

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FIRST AMENDMENT

This FIRST AMENDMENT dated as of June 27, 2019 (this “**Amendment**”), to the Agreement and Plan of Merger and Reorganization, dated as of January 2, 2019 (the “**Merger Agreement**”), by and among Ohr Pharmaceutical, Inc., a Delaware corporation (“**Parent**”), Ohr Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (“**Merger Sub**”), and NeuBase Therapeutics, Inc., a Delaware corporation (the “**Company**”).

WHEREAS, each of Parent, Merger Sub and the Company desire to amend Section 7.1(b) of the Merger Agreement as set forth herein.

NOW THEREFORE, in consideration of the terms and conditions contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, intending to be legally bound hereby, agree as follows:

Section 1. Definitions. Capitalized terms not defined in this Agreement shall have the meanings ascribed to such terms in the Merger Agreement.

Section 2. Amendment to Section 7.1(b) the Merger Agreement

(a) Section 7.1(b) of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

“by either Parent (subject to the provisions of Section 7.1(e)) or Company if the Merger has not been consummated by August 31, 2019 (provided that the right to terminate this Agreement under this Section 7.1(b) will not be available to any Party whose failure to fulfill any obligation under this Agreement has been the cause of or resulted in the failure of the Merger to occur on or before such date);”

Section 3. Effect on Merger Agreement. The foregoing amendment and agreement are given solely in respect of the transactions described herein. Except as expressly set forth herein, all of the terms and conditions of the Merger Agreement shall continue in full force and effect after the execution of this Amendment, and shall not be in any way changed, modified or superseded by the terms set forth herein.

Section 4. Execution and Counterparts. This Amendment may be executed in separate counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. Delivery of an executed signature page to this Amendment by facsimile or other electronic transmission (including in Adobe PDF format) will be effective as delivery of a manually executed counterpart to this Amendment.

Section 5. Further Assurances. The parties shall execute and deliver all such further instruments and documents and take all such other actions as may reasonably be required to carry out the transactions contemplated hereby and to evidence the fulfillment of the agreements herein contained.

Section 6. Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Agreement shall be determined in accordance with the Section 9.10 of the Merger Agreement.

Section 7. Consent to Jurisdiction. The parties consent to the jurisdiction and venue set forth in Section 9.10 of the Merger Agreement.

Section 8. Headings. The headings in this Amendment are for convenience only, do not constitute a part of the Amendment and shall not be deemed to limit or affect any of the provisions hereof.

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

**OHR PHARMACEUTICAL, INC**

By: /s/ Jason S. Slakter, MD  
Name: Jason S. Slakter, MD  
Title: Chief Executive Officer

**OHR ACQUISITION CORP.**

By: /s/ Jason S. Slakter, MD  
Name: Jason S. Slakter, MD  
Title: Chief Executive Officer

**NEUBASE THERAPEUTICS, INC.**

By: /s/ Dietrich Stephan  
Name: Dietrich Stephan  
Title: Chief Executive Officer

**Ohr Pharmaceutical Urges Stockholders to Vote “FOR” Merger with NeuBase  
Therapeutics at Special Meeting on July 10, 2019**

- Of the Votes Received to Date, More than 99% Are Voting in Favor of the Merger Proposal**
- More Votes Are Needed to Reach 50% of the Outstanding Shares to Go Forward with the Special Meeting**
- Every Vote Is Important to Avoid Delay in Completion of the Merger**

NEW YORK, July 3, 2019 -- Ohr Pharmaceutical, Inc. (Nasdaq: OHRP) (the “Company” or “Ohr”) reiterated the unanimous recommendation of its Board of Directors that stockholders vote “FOR” all of the proposals in connection with the proposed merger with NeuBase Therapeutics, Inc. at the Special Meeting of stockholders on July 10, 2019 (instructions on how to vote your shares are set forth below).

It is important that all Ohr stockholders vote today. The support of a majority of the outstanding shares of Ohr’s common stock is required to approve the adoption of the merger agreement, the reverse stock split, and the amended and restated certificate of incorporation.

“The overwhelming majority of Ohr stockholders who have submitted their votes have voted in favor of the merger and other proposals. However, more votes are needed to meet the required threshold for the merger to be completed,” said Jason S. Slakter, M.D., Chief Executive Officer of Ohr.

“Ohr has many stockholders that hold relatively small positions. For the merger to go forward, it is necessary also for stockholders with smaller positions to submit their votes in favor of all the proposals,” continued Dr. Slakter. “I urge all stockholders as of the close of business on June 3<sup>rd</sup>, the record date for the special meeting, to exercise their right to vote and help make the merger with NeuBase happen. We are confident this merger is the best way to maximize value for our stockholders.”

**Ohr stockholders should note that the merger proposal (Proposal 1), the reverse stock split proposal (Proposal 2) and the amended and restated certificate of incorporation (Proposal 3) must all be approved for the merger to be completed.** If any of those proposals is not approved, the merger will not go forward. Failure to vote or an abstention from voting will have the same effect as a vote “AGAINST” the merger and related proposals. All stockholders are asked to vote “FOR” all proposals now. If you previously voted against any of these proposals and would now like to change your vote, you can do so by contacting Ohr’s proxy solicitor.

**THE MERGER WILL NOT GO FORWARD UNLESS THE MERGER, REVERSE STOCK SPLIT AND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION CHANGE PROPOSALS ARE ALL APPROVED.**

Ohr stockholders – Please vote TODAY!

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## **How to Vote**

Ohr stockholders as of the close of business on June 3, 2019 are entitled to vote at the special meeting and have received copies of Ohr's joint proxy statement/prospectus dated June 6, 2019.

If you are a Ohr stockholder and you have questions or require assistance in submitting your proxy or voting your shares, please contact Ohr's proxy solicitors:

**Morrow Sodali**  
**800-662-5200 (toll free)**  
**203-658-9400 (collect)**  
**ohrp.info@morrowsodali.com**

**M O R R O W**  
**S O D A L I**

Brokers call collect: (203) 658-9400  
Stockholders call toll free: (800) 662-5200

## **About NeuBase Therapeutics**

NeuBase Therapeutics, Inc. is developing its modular peptide-nucleic acid antisense oligonucleotide (PATrOL™) platform to address genetic diseases caused by mutant proteins with a single, cohesive approach. The systemically-deliverable PATrOL therapies have the potential to improve upon current gene silencing treatments by combining the advantages of synthetic approaches with the precision of antisense technologies. NeuBase intends to use its platform to address repeat expansion disorders, with an initial focus on Huntington's Disease and Myotonic Dystrophy, as well as other dominant genetic disorders.

## **Additional Information about the Proposed Merger and Where to Find It**

In connection with the proposed merger, Ohr has filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that contains a joint proxy statement/prospectus. The registration statement was declared effective by the SEC on June 6, 2019. Investors and security holders of Ohr are urged to read these materials because they contain important information about NeuBase, Ohr and the proposed merger. The joint proxy statement/prospectus, and other relevant materials, and any other documents filed by Ohr with the SEC, may be obtained free of charge at the SEC web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the registration statement on Form S-4 that contains a joint proxy statement/prospectus by directing a written request to: Ohr Pharmaceutical, Inc., 800 Third Avenue, 11th Floor, New York, NY 10022, Attention: Corporate Secretary. Investors and security holders are urged to read the joint proxy statement/prospectus and the other relevant materials before making any voting or investment decision with respect to the proposed merger.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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## **Participants in the Solicitation**

The Company, its directors, executive officers and other employees, and NeuBase, its directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the proposed merger. Information regarding the special interests of these directors and executive officers in the proposed merger has been included in the joint proxy statement/prospectus referred to above. Additional information regarding the directors and executive officers of the Company is also included in the Company's Annual Report on Form 10-K for the year ended September 30, 2018 and the proxy statement for the Company's 2018 Annual Meeting of Stockholders. These documents are available free of charge at the SEC web site ([www.sec.gov](http://www.sec.gov)) and from the Company, Attn: Corporate Secretary, at the address described above.

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

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act. These forward-looking statements include, among other things, statements regarding the structure, timing and completion of the proposed merger; the combined company's listing on Nasdaq upon the closing of the proposed merger; the financial position and cash balance of the combined company; expectations regarding ownership structure of the combined company; the future operations of the combined company and its ability to successfully initiate and complete clinical trials and achieve regulatory milestones; the nature, strategy and focus of the combined company; the development and commercial potential and potential benefits of any product candidates of the combined company; that the proposed merger will close and will enable the combined company to participate in the possible success of the combined company's product candidates; that the product candidates have the potential to address critical unmet needs of patients with serious diseases and conditions; and the executive and board structure of the combined company. These forward-looking statements are distinguished by use of words such as "will," "would," "anticipate," "expect," "believe," "designed," "plan," or "intend," the negative of these terms, and similar references to future periods. These views involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. Our forward-looking statements contained herein speak only as of the date of this press release. Factors or events that we cannot predict, including those described in the risk factors contained in our filings with the SEC, may cause our actual results to differ from those expressed in forward-looking statements. Ohr and the combined company may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in the forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements deal with future events and are based on Ohr's current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Ohr or the combined company could differ materially from those described in or implied by the statements in this press release, including: the risk that the conditions to the closing of the transaction are not satisfied, including the failure to timely or at all obtain stockholder approval for the transaction; uncertainties as to the timing of the consummation of the transaction and the ability of each of Ohr and NeuBase to consummate the transaction; risks related to the combined company's ability to correctly manage its operating expenses and its expenses; risks related to the market price of Ohr's common stock relative to the exchange ratio; unexpected costs, charges or expenses resulting from the transaction; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed merger transaction; combined company's plans to develop and commercialize its product candidates, including NT0100 and NT0200; the timing of initiation of combined company's planned clinical trials; the timing of the availability of data from combined company's clinical trials; the timing of any planned investigational new drug application or new drug application; combined company's plans to research, develop and commercialize its current and future product candidates; the clinical utility, potential benefits and market acceptance of combined company's product candidates; combined company's commercialization, marketing and manufacturing capabilities and strategy; the combined company's ability to protect its intellectual property position; and the requirement for additional capital to continue to advance these product candidates, which may not be available on favorable terms or at all, as well as those risks discussed under the heading "Risk Factors" in Ohr's most recent Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, and in any subsequent filings with the SEC. Except as otherwise required by law, Ohr disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date hereof, whether as a result of new information, future events or circumstances or otherwise.

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