

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Backenroth Samuel</b>		2. Issuer Name and Ticker or Trading Symbol <b>NeuBase Therapeutics, Inc. [NBSE]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CFO, Treasurer &amp; Secretary</b>	
(Last) (First) (Middle) <b>C/O 700 TECHNOLOGY DRIVE, THIRD FLOOR</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>07/12/2019</b>			
(Street) <b>PITTSBURGH, PA 15219</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock option (right to buy)	\$ 5.39	07/12/2019		A		772,923		(1)	07/12/2029	Common stock	772,923	\$ 0	772,923	D	
Employee stock option (right to buy)	\$ 10.14	07/12/2019		J(2)		3,000		(2)	(2)	Common stock	3,000	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Backenroth Samuel C/O 700 TECHNOLOGY DRIVE, THIRD FLOOR PITTSBURGH, PA 15219			CFO, Treasurer & Secretary	

## Signatures

/s/ Sam Backenroth	07/16/2019
Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) 1/48th of the total shares subject to the option shall vest monthly over four years, provided that such vesting shall occur on a scheduled vesting date only if Mr. Backenroth's employment with the Company has not been terminated prior to such vesting date.
- (2) Options to purchase common stock that were cancelled pursuant to the completion of the merger contemplated by that certain Agreement and Plan of Merger and Reorganization, dated as of January 2, 2019, by and among the Issuer (f/k/a Ohr Pharmaceutical, Inc.), Ohr Acquisition Corp., and NeuBase Therapeutics, Inc., as amended.

**Remarks:**

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Dietrich Stephan of NeuBase Therapeutics, Inc. (the "**Company**"), with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or holder of 10% or more of a registered class of securities of the Company, (a) Schedules 13D and 13G (and any amendments thereto) in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 (the "**Exchange Act**") and the rules promulgated thereunder, (b) Forms 3, 4, and 5 (and any amendments thereto) in accordance with Section 16(a) of the Exchange Act and the rules promulgated thereunder, and (c) any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, 4 or 5, or other form or report (or any amendment thereto), and timely file such schedule, form or report (or any amendment thereto) with the U.S. Securities and Exchange Commission and any securities exchange or similar authority;
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any broker or financial institution, and the undersigned hereby authorizes any such person to release any such information to the undersigned's attorney-in-fact appointed by this Power of Attorney and approves and ratifies any such release of information; and
- (4) take any other action in connection with the foregoing that, in the opinion of the foregoing attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the foregoing attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the date that the undersigned is no longer required to file Schedules 13D or 13G and Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) the revocation of this Power of Attorney by the undersigned in a signed writing delivered to the Company and such attorney-in-fact, or (c) the time at which the foregoing attorney-in-fact is no longer employed by the Company or any of its subsidiaries.

The undersigned has caused this Power of Attorney to be executed as of this 9th day of July, 2019.

/s/ Sam Backenroth

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Sam Backenroth

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