

# FORM 12b-25

SEC FILE NUMBER  
001-35963

## NOTIFICATION OF LATE FILING

CUSIP NUMBER  
67778H200

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  
 Form N-CSR

For Period Ended: March 31, 2017

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*  
**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

### PART I — REGISTRANT INFORMATION

Ohr Pharmaceutical, Inc.

Full Name of Registrant

Former Name if Applicable

800 Third Avenue, 11<sup>th</sup> Floor

Address of Principal Executive Office (*Street and Number*)

New York, NY 10022

City, State and Zip Code

### PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.  
(Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Ohr Pharmaceutical, Inc. (the "Company") was unable to complete its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017 (the "Quarterly Report") prior to the filing deadline for the Quarterly Report on May 9, 2017 as the result of the need to complete quarterly end closing procedures and financial statement preparation, and a delay in completing the disclosures to be included in the Quarterly Report. As a result of this delay, the Company is unable to file its Quarterly Report by the prescribed filing date without unreasonable effort or expense.

The Company expects to file the Quarterly Report within the extension period of 5 calendar days as provided under Rule 12b-25 under the Securities Exchange Act of 1934, as amended.

The Company's expectation regarding the timing of the filing of the Quarterly Report and the description of anticipated material changes from the results of operation from the corresponding period of the last fiscal year are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, and actual events may differ from those contemplated by these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties, including the inability of the Company or its independent registered public accounting firm to complete the work necessary in order to file the Quarterly Report in the time frame that is anticipated or unanticipated changes being reported in the Company's operating results as reported in the Quarterly Report as filed. The Company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date hereof.

**PART IV — OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification:

Sam Backenroth	212	682-8452
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). YES  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? YES  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of results cannot be made.

**Expected Results of operations for the three months ended March 31, 2017 ("2017") compared to the three months ended March 31, 2016 ("2016")**

The Company had no net revenues from operation in 2017 and 2016. Accordingly, the Company had no cost of revenue from operations in 2016 or 2017. General and administrative expenses from operations are expected to decrease by \$1,562,302 when comparing 2017 to 2016. The Company expects to incur \$5,993,928 in research and development expenses in 2017 compared to \$4,043,859 in 2016. Depreciation and amortization expense is expected to remain relatively stable with \$296,077 in 2016 and \$291,875 in 2017. For 2017, the Company expects to recognize a net loss of \$7,690,072 compared to a net loss of \$5,284,859 for 2016.

**Expected Results of operations for the six months ended March 31, 2017 ("2017") compared to the six months ended March 31, 2016 ("2016")**

The Company had no net revenues from operations in 2017 and for 2016. Accordingly, the Company had no cost of revenue from operations in 2016 or 2017. General and administrative expenses from operations are expected to decrease by \$1,034,075 when comparing 2017 to 2016. The Company expects to incur \$10,925,072 in research and development expenses in 2017 compared to \$6,120,139 in 2016. Depreciation and amortization expense is expected to remain relatively stable with \$593,816 in 2016 and \$590,310 in 2017. For 2017, the Company expects to recognize a net loss of \$14,665,726 compared to a net loss of \$11,430,321 for 2016.

\_\_\_\_\_  
Ohr Pharmaceutical, Inc.  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 10, 2017

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

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**  
Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).