

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

(Mark One)

**ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended September 30, 2015

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to.

Commission File No: 333-88480

**OHR PHARMACEUTICAL, INC.**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**46-5622433**

*(I.R.S. Employer Identification No.)*

**800 Third Ave, 11th Floor  
New York, NY 10022**

*(Address of Principal Executive Offices)*

**212-682-8452**

*Registrant's telephone number, including area code*

Securities registered under Section 12(b) of the Exchange Act: Common Stock, par value \$0.0001 per share

Name of each exchange on which registered: NASDAQ Capital Market

Securities registered under to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

(Check One): Large accelerated filer  Accelerated filer  Non-accelerated  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates at March 31, 2015, the last business day of the registrant's most recently completed second fiscal quarter, was \$65,938,100 (based on the closing price of the registrant's common stock on the NASDAQ Capital Market on such date). Shares of common stock held by each executive officer and director and by each person who owns 10% or more of the outstanding common stock of the registrant have been excluded in that such person might be deemed to be an affiliate. This determination of affiliate status might not be conclusive for other purposes.

At December 1, 2016, the registrant had 32,076,396 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

**EXPLANATORY NOTE**

This Amendment No. 1 (this “Amendment”) to the Annual Report on Form 10-K for the fiscal year ended September 30, 2015 of Ohr Pharmaceutical, Inc., as filed with the Securities and Exchange Commission on December 14, 2015 (the “Original Form 10-K”), is being filed for the sole purpose of filing a revised consent of independent registered public accounting firm as Exhibit 23.1

This Amendment speaks as of the original filing date of the Original Form 10-K, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the Original Form 10-K.

**Part IV**

ITEM 15 EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(3)

<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>The filings referenced for incorporation by reference are Ohr Pharmaceutical, Inc. (File No. 001-35963)</b>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm</u></a>	Filed herewith
31.1	<a href="#"><u>Section 302 Certification of Chief Executive Officer</u></a>	Filed herewith
32.2	Section 302 Certification of Chief Financial Officer	Filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

REGISTRANT:  
OHR PHARMACEUTICAL, INC.

Dated: December 7, 2016

By: /s/ JASON SLAKTER  
Jason Slakter, CEO (Principal Executive Officer)

Dated: December 7, 2016

By: /s/ SAM BACKENROTH  
Sam Backenroth, CFO  
(Principal Accounting and Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: December 7, 2016

By: /s/ JASON SLAKTER  
Jason Slakter, Director

Dated: December 7, 2016

By: \*  
Ira Greenstein, Director

Dated: December 7, 2016

By: \*  
Orin Hirschman, Director

Dated: December 7, 2016

By: \*  
June Almenoff, Director

Dated: December 7, 2016

By: \*  
Thomas Riedhammer, Director

\*By: /s/ Sam Backenroth  
Sam Backenroth  
Attorney-In-Fact

December 7, 2016

**Consent of Independent Registered Public Accounting Firm**

Ohr Pharmaceutical, Inc.  
New York, New York

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-201368) of Ohr Pharmaceutical, Inc. of our report dated December 14, 2015, relating to the consolidated financial statements, and our report dated December 14, 2015 with respect to the effectiveness of internal control over financial reporting as of September 30, 2015, which reports appear in this Annual Report on Form 10-K for the fiscal year ended September 30, 2015.

/s/ MaloneBailey, LLP  
www.malone-bailey.com  
Houston, Texas  
December 7, 2016

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Certification of Chief Executive Officer  
Pursuant to Section 302 of the  
Sarbanes-Oxley Act of 2002

I, Jason Slakter, certify that:

1. I have reviewed this report on Form 10-K of Ohr Pharmaceutical, Inc; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: December 7, 2016

/s/ Jason Slakter

Jason Slakter  
Chief Executive Officer (Principal  
Executive Officer)

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Certification of Chief Financial Officer  
Pursuant to Section 302 of the  
Sarbanes-Oxley Act of 2002

I, Sam Backenroth, certify that:

1. I have reviewed this report on Form 10-K of Ohr Pharmaceutical, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: December 7, 2016

/s/ **Sam Backenroth**

Sam Backenroth

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