

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person *</b> <u>Ono Richard Dana</u>  (Last) (First) (Middle) <u>324 S. HYDE PARK AVENUE, SUITE 350</u>  (Street) <u>TAMPA FL 33606</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HedgePath Pharmaceuticals, Inc. [ HPPI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/08/2017</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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			
Common Stock	03/08/2017		M		300,000	A	(2)	300,000	D	
Common Stock	03/08/2017		F		118,800	D	\$0.34	181,200	D	
Common Stock	03/08/2017		M		300,000	A	(3)	481,200	D	
Common Stock	03/08/2017		F		118,800	D	\$0.34	362,400	D	
Common Stock	03/08/2017		M		150,000	A	(4)	512,400	D	
Common Stock	03/08/2017		F		59,400	D	\$0.34	453,000	D	

**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 Securities Underlying Derivative Security (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: 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				
Restricted Stock Units	(1)	03/08/2017		M			300,000	(2)	(2)	Common Stock	300,000	\$0.00	0	D	
Restricted Stock Units	(1)	03/08/2017		M			300,000	(3)	(3)	Common Stock	300,000	\$0.00	0	D	
Restricted Stock Units	(1)	03/08/2017		M			150,000	(4)	(4)	Common Stock	150,000	\$0.00	0	D	

**Explanation of Responses:**

1. Each restricted stock unit ("RSU") represents a right to receive one share of the issuer's common stock.
2. The RSUs were issued to the reporting person on July 18, 2014, pursuant to a grant under the issuer's 2014 Equity Incentive Plan, and vested in accordance with their terms.
3. The RSUs were issued to the reporting person on August 14, 2015, pursuant to a grant under the issuer's 2014 Equity Incentive Plan, and vested in accordance with their terms.
4. The RSUs were issued to the reporting person on July 1, 2016, pursuant to a grant under the issuer's 2014 Equity Incentive Plan, and vested in accordance with their terms.

**Remarks:**/s/ Dana Ono03/10/2017

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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