

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

## 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

1. Name and Address of Reporting Person * <u>Mayne Pharma Ventures Pty Ltd</u>  (Last) (First) (Middle) <u>LEVEL 1, 99 KING STREET</u>  (Street) <u>MELBOURNE, C3 3000</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HedgePath Pharmaceuticals, Inc. [ HPPI ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>11/04/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/04/2016		X <sup>(1)</sup>		5,500,000	A	(1)	154,562,230	D <sup>(3)</sup>	
Common Stock	11/04/2016		X <sup>(2)</sup>		33,333,000	A	(2)	187,895,230	D <sup>(3)</sup>	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock <sup>(1)</sup>	\$0.0878	11/04/2016		X <sup>(1)</sup>		5,500,000 <sup>(1)</sup>	(1)	(1)	Common Stock	5,500,000 <sup>(1)</sup>	\$0 <sup>(1)</sup>	4,750,569 <sup>(1)</sup>	D <sup>(3)</sup>	
Warrant to Purchase Common Stock <sup>(2)</sup>	\$0.075	11/04/2016		X <sup>(2)</sup>		33,333,000 <sup>(2)</sup>	(2)	(2)	Common Stock	33,333,000 <sup>(2)</sup>	\$0 <sup>(2)</sup>	333 <sup>(2)</sup>	D <sup>(3)</sup>	

1. Name and Address of Reporting Person * <u>Mayne Pharma Ventures Pty Ltd</u>  (Last) (First) (Middle) <u>LEVEL 1, 99 KING STREET</u>  (Street) <u>MELBOURNE, C3 3000</u>  (City) (State) (Zip)	1. Name and Address of Reporting Person * <u>Mayne Pharma International Pty Ltd</u>  (Last) (First) (Middle) <u>LEVEL 1, 99 KING STREET</u>  (Street) <u>MELBOURNE, C3 3000</u>  (City) (State) (Zip)
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## 1. Name and Address of Reporting Person \*

Mayne Pharma Group Ltd

(Last) (First) (Middle)

LEVEL 1, 99 KING STREET

(Street)

MELBOURNE, C3 3000

(City) (State) (Zip)

## Explanation of Responses:

1. On November 4, 2016, Mayne Pharma Ventures Pty Ltd ("Mayne Ventures") acquired 5,500,000 shares of Common Stock for an aggregate purchase price of \$482,900 through the partial exercise of a warrant to purchase 10,250,569 shares of Common Stock (at a per share exercise price of \$0.0878) that was issued by the Issuer to Mayne Ventures on June 24, 2014 (the "2014 Warrant"). Following such partial exercise, 4,750,569 shares of Common Stock remain issuable upon exercise of the 2014 Warrant. The 2014 Warrant may be exercised, in whole or in part, by Mayne Ventures at any time prior to June 24, 2019.

2. On November 4, 2016, Mayne Ventures acquired 33,333,000 shares of Common Stock for an aggregate purchase price of \$2,499,975 through the partial exercise of a warrant to purchase 33,333,333 shares of Common Stock (at a per share exercise price of \$0.075) that was issued by the Issuer to Mayne Ventures on May 15, 2015. 333 shares of Common Stock remain issuable upon exercise of the 2015 Warrant. The 2015 Warrant may be exercised, in whole or in part, by Mayne Ventures at any time prior to May 15, 2020.

3. These securities are directly owned by Mayne Ventures. This report is filed jointly by Mayne Ventures, Mayne Pharma International Pty Ltd ("Mayne International") and Mayne Pharma Group Limited ("Mayne Group"). Mayne Group holds 100% of the issued and outstanding equity securities of Mayne International, and Mayne International holds 100% of the issued and outstanding equity securities of Mayne Ventures. Consequently, Mayne Group and Mayne International may be deemed to beneficially own the securities that are the subject to this report indirectly, but disclaim beneficial ownership of such securities except to the extent of their pecuniary interests therein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, Mayne Ventures is deemed a director by deputization by virtue of its representation on the Board of Directors of the Issuer.

Mayne Pharma Ventures Pty Ltd.By: /s/ Mark Cansdale, Company Secretary 11/07/2016Mayne Pharma International PtyLtd, By: /s/ Mark Cansdale, Company Secretary 11/07/2016Mayne Pharma Group Limited.By: /s/ Mark Cansdale, Company Secretary 11/07/2016

\*\* 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.

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 Number.