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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

HedgePath Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

42278K 102

(CUSIP Number)

**Kate Rintoul
Mayne Pharma Ventures Pty Ltd
Level 1, 99 King Street
Melbourne, Victoria 3000
Australia
61 3 8614 7711**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 22, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Mayne Pharma Ventures Pty Ltd I.R.S. Identification No. 98-1181089	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
	(a) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions)	
	OO (1)	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Australia	
	7.	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0
	8.	SHARED VOTING POWER
		221,010,368 (1)(2)
	9.	SOLE DISPOSITIVE POWER
		0
	10.	SHARED DISPOSITIVE POWER
		221,010,368 (1)(2)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	221,010,368 (1)(2)	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	59.3% (1)(2)(3)	
14.	TYPE OF REPORTING PERSON (see instructions)	
	CO	

- (1) Mayne Pharma Ventures Pty Ltd, an Australian company ACN 168 896 357 ("**Mayne Ventures**"), directly holds 197,506,132 shares of Common Stock (see footnote no. 2 below regarding shares deemed to be beneficially owned by virtue of exercisable warrants).
- (2) Includes 23,504,236 shares of Common Stock issuable upon exercise of a warrant that was issued by HedgePath Pharmaceuticals, Inc. (the "**Issuer**") to Mayne Ventures on May 25, 2016 (the "**2016 Warrant**").
- (3) Percentage assumes 372,386,408 shares of Common Stock issued and outstanding, consisting of 300,438,270 shares of Common Stock reported as issued and outstanding as of October 31, 2016 in the Issuer's most recent Quarterly Report on Form 10-Q filed on October 31, 2016, plus (i) the 5,500,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of a warrant that was issued by the Issuer to Mayne Ventures on June 24, 2014 (the "**2014 Warrant**") on November 4, 2016, (ii) the 33,333,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of a warrant that was issued by the Issuer to Mayne Ventures on May 15, 2015 (the "**2015 Warrant**") on November 4, 2016, (iii) the 4,750,569 shares of Common Stock acquired by Mayne Ventures upon the exercise of the 2014 Warrant on November 15, 2016, (iv) the 333 shares of Common Stock acquired by Mayne Ventures upon the exercise of the 2015 Warrant on November 15, 2016, (v) the 4,860,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of the 2016 Warrant on November 15, 2016 and (vi) the remaining 23,504,236 shares of Common Stock issuable upon exercise of the 2016 Warrant.

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
Mayne Pharma International Pty Ltd I.R.S. Identification No. 98-1181817	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
(a) <input type="checkbox"/>	
(b) <input type="checkbox"/>	
3. SEC USE ONLY	
4. SOURCE OF FUNDS (see instructions)	
OO (1)	
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6. CITIZENSHIP OR PLACE OF ORGANIZATION	
Australia	
	7. SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER
	221,010,368 (1)(2)(3)
	9. SOLE DISPOSITIVE POWER
	0
	10. SHARED DISPOSITIVE POWER
	221,010,368 (1)(2)(3)
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
221,010,368 (1)(2)(3)	
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
59.3% (1)(2)(3)(4)	
14. TYPE OF REPORTING PERSON (see instructions)	
CO	

4

- (1) Mayne Pharma Ventures Pty Ltd, an Australian company ACN 168 896 357 ("**Mayne Ventures**"), directly holds 197,506,132 shares of Common Stock (see footnote no. 2 below regarding shares deemed to be beneficially owned by virtue of exercisable warrants).
- (2) Includes 23,504,236 shares of Common Stock issuable upon exercise of a warrant that was issued by HedgePath Pharmaceuticals, Inc. (the "**Issuer**") to Mayne Ventures on May 25, 2016 (the "**2016 Warrant**").
- (3) The reported securities are owned directly by Mayne Ventures. Mayne Pharma International Pty Ltd, an Australian company ACN 007 870 984 ("**Mayne International**"), holds 100% of the equity securities of Mayne Ventures. Mayne Pharma Group Limited, an Australian company ACN 115 832 963 ("**Mayne Group**"), holds 100% of the equity securities of Mayne International. Accordingly, Mayne International and Mayne Group may be deemed indirect beneficial owners of the reported securities held by Mayne Ventures.
- (4) Percentage assumes 372,386,408 shares of Common Stock issued and outstanding, consisting of 300,438,270 shares of Common Stock reported as issued and outstanding as of October 31, 2016 in the Issuer's most recent Quarterly Report on Form 10-Q filed on October 31, 2016, plus (i) the 5,500,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of a warrant that was issued by the Issuer to Mayne Ventures on June 24, 2014 (the "**2014 Warrant**") on November 4, 2016, (ii) the 33,333,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of a warrant that was issued by the Issuer to Mayne Ventures on May 15, 2015 (the "**2015 Warrant**") on November 4, 2016, (iii) the 4,750,569 shares of Common Stock acquired by Mayne Ventures upon the exercise of the 2014 Warrant on November 15, 2016, (iv) the 333 shares of Common Stock acquired by Mayne Ventures upon the exercise of the 2015 Warrant on November 15, 2016, (v) the 4,860,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of the 2016 Warrant on November 15, 2016 and (vi) the remaining 23,504,236 shares of Common Stock issuable upon exercise of the 2016 Warrant.

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Mayne Pharma Group Limited I.R.S. Identification No. 98-1074924
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	SOURCE OF FUNDS (see instructions)
	OO (1)
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION
	Australia
	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. 0
	SHARED VOTING POWER
	8. 221,010,368 (1)(2)(3)
	SOLE DISPOSITIVE POWER
	9. 0
	SHARED DISPOSITIVE POWER
	10. 221,010,368 (1)(2)(3)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	221,010,368 (1)(2)(3)
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	59.3% (1)(2)(3)(4)
14.	TYPE OF REPORTING PERSON (see instructions)
	CO

- (1) Mayne Pharma Ventures Pty Ltd, an Australian company ACN 168 896 357 ("**Mayne Ventures**"), directly holds 197,506,132 shares of Common Stock (see footnote no. 2 below regarding shares deemed to be beneficially owned by virtue of exercisable warrants).
- (2) Includes 23,504,236 shares of Common Stock issuable upon exercise of a warrant that was issued by HedgePath Pharmaceuticals, Inc. (the "**Issuer**") to Mayne Ventures on May 25, 2016 (the "**2016 Warrant**").
- (3) The reported securities are owned directly by Mayne Ventures. Mayne Pharma International Pty Ltd, an Australian company ACN 007 870 984 ("**Mayne International**"), holds 100% of the equity securities of Mayne Ventures. Mayne Pharma Group Limited, an Australian company ACN 115 832 963 ("**Mayne Group**"), holds 100% of the equity securities of Mayne International. Accordingly, Mayne International and Mayne Group may be deemed indirect beneficial owners of the reported securities held by Mayne Ventures.
- (4) Percentage assumes 372,386,408 shares of Common Stock issued and outstanding, consisting of 300,438,270 shares of Common Stock reported as issued and outstanding as of October 31, 2016 in the Issuer's most recent Quarterly Report on Form 10-Q filed on October 31, 2016, plus (i) the 5,500,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of a warrant that was issued by the Issuer to Mayne Ventures on June 24, 2014 (the "**2014 Warrant**") on November 4, 2016, (ii) the 33,333,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of a warrant that was issued by the Issuer to Mayne Ventures on May 15, 2015 (the "**2015 Warrant**") on November 4, 2016, (iii) the 4,750,569 shares of Common Stock acquired by Mayne Ventures upon the exercise of the 2014 Warrant on November 15, 2016, (iv) the 333 shares of Common Stock acquired by Mayne Ventures upon the exercise of the 2015 Warrant on November 15, 2016, (v) the 4,860,000 shares of Common Stock acquired by Mayne Ventures upon the partial exercise of the 2016 Warrant on November 15, 2016 and (vi) the remaining 23,504,236 shares of Common Stock issuable upon exercise of the 2016 Warrant.

This Amendment No. 5 to Schedule 13D (this “**Amendment No. 5**”) amends the Schedule 13D originally filed on July 7, 2014 (the “**Original Schedule 13D**”) by Mayne Pharma Ventures Pty Ltd, an Australian company ACN 168 896 357 (“**Mayne Ventures**”), Mayne Pharma International Pty Ltd, an Australian company ACN 007 870 984 (“**Mayne International**”), and Mayne Pharma Group Limited, an Australian company ACN 115 832 963 (“**Mayne Group**”) and, together with Mayne Ventures and Mayne International, collectively, the “**Reporting Persons**”), as amended by (i) Amendment No. 1 to Schedule 13D filed on May 22, 2015 (“**Amendment No. 1**”), (ii) Amendment No. 2 to Schedule 13D filed on June 16, 2016 (“**Amendment No. 2**”), (iii) Amendment No. 3 to Schedule 13D filed on November 8, 2016 (“**Amendment No. 3**”) and (iv) Amendment No. 4 to Schedule 13D filed on November 16, 2016 (“**Amendment No. 4**” and the Original Schedule 13D, as so amended, the “**Statement**”). Item 4 of the Statement is hereby amended to the extent hereinafter expressly set forth. Capitalized terms used herein but not defined shall have the meanings attributed to them in the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 or Amendment No. 4, as applicable.

Item 4. Purpose of Transaction.

The information contained in Item 4 is hereby amended and restated in its entirety as follows:

“The information set forth in Item 3 is incorporated herein by reference.

On November 22, 2016, pursuant to the A&R Equity Holders Agreement and Section 228 of the Delaware General Corporation Law, Mayne Ventures executed and delivered to the Issuer a written consent in lieu of a meeting of stockholders (i) removing Frank E. O’Donnell, Jr, M.D. as Executive Chairman of the Board of Directors and as a director of the Issuer and (ii) electing E. Brendan Magrab as Chairman of the Board of Directors and as a director of the Issuer. In connection with Mr. Magrab’s election, Mayne Group has agreed to issue a certain number of Mayne Group ordinary shares to Mr Magrab at future dates and to provide him with certain indemnification and related rights for any liability incurred by him in connection with his service with the Issuer.

The Reporting Persons regularly review, and intend to review, the Issuer and its holdings in the Issuer on a continuous basis. As part of such review, subject to compliance with applicable securities laws and its obligations under the A&R Equity Holders Agreement, the Reporting Persons may, from time to time, and reserve the right to, consider, study, explore, formulate and actively participate in any plans or proposals, and hold discussions with the Issuer’s management, the Issuer’s board of directors, the Issuer’s stockholders and other parties, regarding the Issuer, including plans, proposals or discussions relating to actions or transactions that relate to or would result in any of the matters specified in clauses (a) through (j) of Item 4 of Schedule 13D. Such actions or transactions may also include, among other things, the acquisition of additional shares of Common Stock in the open market or privately negotiated transactions or otherwise and/or effecting changes to the present board of directors of the Issuer. Such actions or transactions may depend upon (i) subsequent developments affecting the Issuer; (ii) the business prospects of the Issuer; and (iii) other factors deemed relevant by the Reporting Persons. Such transactions may take place at any time with or without prior notice. Reporting Persons further reserve the right to change its plans and intentions at any time as it deems appropriate.”

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 28, 2016

Mayne Pharma Ventures Pty Ltd

/s/ Mark Cansdale

Mark Cansdale, Company Secretary

Mayne Pharma International Pty Ltd

/s/ Mark Cansdale

Mark Cansdale, Company Secretary

Mayne Pharma Group Limited

/s/ Mark Cansdale

Mark Cansdale, Company Secretary

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that this Amendment No. 5 to Schedule 13D is being filed with the U.S. Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k) under the U.S. Securities Exchange Act of 1934, as amended.

Date: November 28, 2016

Mayne Pharma Ventures Pty Ltd

/s/ Mark Cansdale

Mark Cansdale, Company Secretary

Mayne Pharma International Pty Ltd

/s/ Mark Cansdale

Mark Cansdale, Company Secretary

Mayne Pharma Group Limited

/s/ Mark Cansdale

Mark Cansdale, Company Secretary
