

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

1. Name and Address of Reporting Person * <u>Mayne Pharma Ventures Pty Ltd</u> (Last) (First) (Middle) <u>1538 MAIN NORTH ROAD</u> (Street) <u>SALISBURY C3 5106</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>07/05/2018</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	

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)	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	Date Exercisable	Expiration Date	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)
Series B Convertible Preferred Stock	(1)	07/05/2018		P ⁽¹⁾		2,318,841 ⁽¹⁾			07/05/2018	(1)		Common Stock	6,956,523 ⁽¹⁾	(1)	5,797,102	D ⁽⁴⁾
Series A Warrants to Purchase Common Stock	\$0.23 ⁽²⁾	07/05/2018		P ⁽¹⁾		1,739,131 ⁽¹⁾			07/05/2018 ⁽²⁾	07/05/2020		Common Stock	1,739,131 ⁽¹⁾	(1)	1,739,131	D ⁽⁴⁾
Series B Warrants to Purchase Common Stock	\$0.275 ⁽³⁾	07/05/2018		P ⁽¹⁾		1,739,131 ⁽¹⁾			07/05/2018 ⁽³⁾	07/05/2023		Common Stock	1,739,131 ⁽¹⁾	(1)	1,739,131	D ⁽⁴⁾

1. Name and Address of Reporting Person * <u>Mayne Pharma Ventures Pty Ltd</u> (Last) (First) (Middle) <u>1538 MAIN NORTH ROAD</u> (Street) <u>SALISBURY C3 5106</u> (City) (State) (Zip)	1. Name and Address of Reporting Person * <u>Mayne Pharma International Pty Ltd</u> (Last) (First) (Middle) <u>1538 MAIN NORTH ROAD</u> (Street) <u>SALISBURY C3 5106</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person *

Mayne Pharma Group Ltd

(Last) (First) (Middle)

1538 MAIN NORTH ROAD

(Street)

SALISBURY
SOUTH, SA

C3

5106

(City) (State) (Zip)

Explanation of Responses:

1. On July 5, 2018, Mayne Pharma Ventures Pty Ltd ("Mayne Ventures") acquired (i) 2,318,841 shares of Series B Convertible Preferred Stock, (ii) Series A warrants to purchase 1,739,131 shares of Common Stock in the aggregate and (iii) Series B warrants to purchase 1,739,131 shares of Common Stock directly from the Issuer in a private placement for an aggregate purchase price of US\$1,600,000 at the second closing pursuant to the terms of the securities purchase agreement, dated January 8, 2018, between Mayne Ventures and the Issuer. Each share of Series B Convertible Preferred Stock (i) may be converted by Mayne Ventures at any time into three shares of Common Stock and (ii) is entitled to the number of votes equal to the number of shares of Common Stock into which each such share of Series B Convertible Preferred Stock is convertible. The Series B Convertible Preferred Stock does not have an expiration date.

2. The Series A warrants have an initial exercise price of US\$0.23 and may be exercised by Mayne Ventures at any time prior to their expiration on July 5, 2020.

3. The Series B warrants have an initial exercise price of US\$0.275 and may be exercised by Mayne Ventures at any time prior to their expiration on July 5, 2023.

4. 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./s/ Nick Freeman , Company07/06/2018SecretaryMayne Pharma International PtyLtd. /s/ Nick Freeman , Company07/06/2018SecretaryMayne Pharma Group Limited. /s/Nick Freeman , Company07/06/2018Secretary

** 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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