

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ 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>HedgePath, LLC</u>  (Last) (First) (Middle) <u>324 S. HYDE PARK AVENUE</u> <u>SUITE 350</u>  (Street) <u>TAMPA</u> <u>FL</u> <u>33606</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HedgePath Pharmaceuticals, Inc. [ CBTEQ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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				
Series A Convertible Preferred Stock	(1)(2)	08/13/2013		A		170,000.739		(3)	(4)	Common Stock	170,000,739 <sup>(1)(2)</sup>	(1)(2)	170,000.739	D	

## Explanation of Responses:

1. The Reporting Person acquired from the Issuer an aggregate of 170,000.739 shares of Issuer's Series A Convertible Preferred Stock (the "Preferred Stock") as consideration for the Reporting Person's contribution of certain assets to the Issuer, upon the consummation of a contribution agreement between the parties dated August 13, 2013. The Reporting Person is entitled to the number of votes equal to the number of shares of common stock into which each such share of Preferred Stock is convertible. Following August 13, 2014, shares of Preferred Stock will become convertible in the aggregate into 170,000,739 shares of common stock, which equals ninety percent (90%) of the total issued and outstanding shares of the Issuer's common stock (on a fully-diluted basis) issued and outstanding as of August 13, 2013. (Continued in footnote 2)

2. Francis E. O'Donnell is the Chairman of the Reporting Person, as well as the sole manager of Black Robe Capital LLC which is the manager of HedgePath LLC. Irrevocable Trust #7 fbo Francis E O'Donnell Jr. is the sole member of Black Robe Capital LLC, but Francis E. O'Donnell has neither dispositive or voting control over that interest held by the Irrevocable Trust By virtue of the foregoing, Francis E. O'Donnell may be deemed to share the voting power and the power to direct the disposition of the 170,000.739 shares of Preferred Stock held by the Reporting Person. Francis E. O'Donnell is filing a Form 4 separately.

3. The Preferred Stock is not convertible into shares of the Issuer's common stock until after August 13, 2014.

4. The Preferred Stock does not expire.

## Remarks:

Francis E. O'Donnell serves on the Board of Directors of the Issuer. As a result of its relationship with a director of the Issuer, HedgePath LLC has been recognized by the Board of Directors of the Issuer as a director by deputization of the Issuer and the Board of Directors of the Issuer specifically approved the issuance of the securities to which this report relates before such securities were issued.

By: /s/ Francise E. O'Donnell,

Title: Chairman

08/16/2013

\*\* 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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