
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC File Number: 001-13467

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form N-SAR Form N-CSR

For Period Ended: December 31, 2013

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: _____

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.
--

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

HEDGEPATH PHARMACEUTICALS, INC.

Full name of registrant:

Former name if applicable:

324 South Hyde Park Avenue, Suite 350
Address of principal executive office (*Street and number*):

Tampa, FL 33606
City, state and zip code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
-

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

HedgePath Pharmaceuticals, Inc. (the "Company") is unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 on a timely basis because the registrant needs additional time to complete the presentation of its financial statements. The Company expects to file its Form 10-K within the additional time allowed by this report.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Nicholas J. Virca
(Name)

(813)
(Area Code)

864-2559
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? Yes No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company estimates a net loss of approximately \$1.8 million for the year ended December 31, 2013 compared to net income of approximately \$0.2 million for the year ended December 31, 2012. The change is primarily due to an increase in research and development expense of approximately \$1.1 million in the year ended December 31, 2013 over the year ended December 31, 2012. In addition, there was a gain on extinguishment of debt of approximately \$0.7 million for the year ended December 31, 2012 compared to no gain on extinguishment of debt for the year ended December 31, 2013

Narrative Explanation Part IV, Item (3)

HedgePath Pharmaceuticals, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 31, 2014

HedgePath Pharmaceuticals, Inc.

(Registrant)

/s/ Nicholas J. Virca

Nicholas J. Virca
President and Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations. (See 18 U.S.C. 1001).
