Table of Contents

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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2014

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from_____ to _____

Commission file number 001-13467

HedgePath Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**30-0793665**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
324 S. Hyde Park Avenue Ste. 350 Tampa, FL	**33606**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number (including area code): 813-864-2559

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 13, 2014, there were 41,419,198 shares of company common stock issued and outstanding.

Table of Contents

Hedgepath Pharmaceuticals, Inc.

Quarterly Report on Form 10-Q

TABLE OF CONTENTS

HEDGEPATH PHARMACEUTICALS, INC.
CONDENSED BALANCE SHEETS
AS OF JUNE 30, 2014 AND DECEMBER 31, 2013

	June 30, 2014 (Unaudited)	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 271,226	$ 217
Deferred stock issuance costs	—	10,000
Other current assets	29,291	—
Total current assets	300,517	10,217
Total assets	$ 300,517	$ 10,217
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 280,172	$ 287,072
Notes payable	102,420	68,428
Accrued payroll liabilities	16,296	—
Accrued interest	2,483	1,923
Other liabilities	52,500	52,500
Due to related party	—	366,130
Total current liabilities	453,871	776,053
Commitments and contingencies (note 7)	—	—
Stockholders' deficit:		
Series A Preferred Stock, $0.0001 par value; 500,000 shares authorized; 500,000 and 170,001 shares issued and outstanding in 2014 and 2013, respectively	50	17
Undesignated Preferred Stock, $0.0001 par value; 9,500,000 shares authorized; no shares issued or outstanding.	—	—
Common Stock, $0.0001 par value; 340,000,000 shares authorized; 41,419,198 and 18,888,971 shares issued and outstanding in 2014 and 2013, respectively	4,142	1,889
Additional paid-in capital	31,527,255	27,479,913
Common stock subscription receivable	(1,100,000)	—
Accumulated deficit	(30,584,801)	(28,247,655)
Total stockholders' deficit	(153,354)	(765,836)
Total liabilities and stockholders' deficit	$ 300,517	$ 10,217

See notes to condensed financial statements

HEDGEPATH PHARMACEUTICALS, INC.
CONDENSED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Revenues:				
Total Revenues:	—	—	—	—
Expenses:				
Chapter 11 expenses	—	117,324	—	117,324
Research and development expenses	1,930,482	—	1,955,807	—
General and administrative	185,182	286,256	346,787	376,800
Total Expenses:	2,115,664	403,580	2,302,594	494,124
Loss from operations	(2,115,664)	(403,580)	(2,302,594)	(494,124)
Interest expense	(24,994)	—	(34,552)	—
Gain on reorganization	—	166,676	—	166,676
Other expense	—	(30,000)	—	—
Net loss	$ (2,140,658)	$ (266,904)	$ (2,337,146)	$ (327,448)
Basic and diluted loss per share	$ (0.10)	$ (0.01)	$ (0.12)	$ (0.02)
Weighted average common stock shares outstanding	20,622,065	18,376,899	19,760,306	16,976,482

See notes to condensed financial statements

HEDGEPATH PHARMACEUTICALS, INC.
CONDENSED STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE SIX MONTHS ENDED JUNE 30, 2014
(Unaudited)

	Preferred Stock Series A		Common Stock		Additional Paid-In Capital	Common Stock Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balances, January 1, 2014	170,001	$ 17	18,888,971	$ 1,889	$27,479,913	$ —	$(28,247,655)	$ (765,836)
Issuance of preferred and common stock for debt forgiveness	71,636	7	2,530,227	253	189,508	—	—	189,768
Sale of common stock to related party	—	—	20,000,000	2,000	1,498,000	(1,250,000)	—	250,000
Issuance of warrants for debt forgiveness	—	—	—	—	450,000	—	—	450,000
Issuance of common stock warrants in acquisition of research and development license agreement	—	—	—	—	619,134	—	—	619,134
Issuance of preferred stock in acquisition of research and development license agreement	258,363	26	—	—	1,290,700	—	—	1,290,726
Collection of stock subscription receivable						150,000		150,000
Net loss	—	—	—	—	—	—	(2,337,146)	(2,337,146)
Balances, June 30, 2014	500,000	$ 50	41,419,198	$ 4,142	$31,527,255	$(1,100,000)	$(30,584,801)	$ (153,354)

See notes to condensed financial statements

HEDGEPATH PHARMACEUTICALS, INC.
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

	Six months Ended June 30,	
	2014	2013
Operating activities:		
Net loss	$(2,337,146)	$(327,448)
Adjustments to reconcile net loss to net cash flows from operating activities:		
In-process research and development purchased with the issuance of preferred stock and common stock warrants	1,909,860	—
Non-cash interest expense	24,666	—
Changes in assets and liabilities:		
Prepaid expense and other current assets	(19,291)	78,371
Accounts payable and other current liabilities	19,282	(152,836)
Net cash flows from operating activities before reorganization items	(402,629)	(401,913)
Reorganization items:		
Gain on reorganization	—	(166,676)
Decrease in liabilities subject to compromise	—	(357,265)
Net cash flows from operating activities	(402,629)	(925,854)
Financing activities:		
Proceeds from related party advances	273,638	69,264
Proceeds from sale of common stock, related party	400,000	—
Net cash flows from financing activities	673,638	69,264
Net change in cash and cash equivalents	271,009	(856,590)
Cash and cash equivalents at beginning of period	217	857,702
Cash and cash equivalents at end of period	$ 271,226	$ 1,112
Supplemental disclosure of non-cash financing activity:		
Stock payments to officers and directors (liabilities subject to compromise) in lieu of cash payments under the Bankruptcy Plan	$ —	$ 152,000
Issuance of stock in debt forgiveness transaction	$ 189,768	$ —
Issuance of warrants in debt forgiveness transaction	$ 450,000	$ —
Issuance of common stock for common stock subscription receivable	$ 1,100,000	$ —

See notes to condensed financial statements

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

1. Corporate overview:

Overview

The accompanying unaudited condensed financial statements of HedgePath Pharmaceuticals, Inc., a Delaware corporation (the "Company", "HPPI", "we", "us" or similar terminology) as successor to Commonwealth Biotechnologies, Inc., a Virginia corporation ("CBI"), have been prepared by the Company without audit. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at June 30, 2014, and for all periods presented, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to the Securities and Exchange Commission ("SEC") rules and regulations. These unaudited condensed financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2013, which are included in the Company's 2013 Annual Report on Form 10-K, filed with the SEC on April 15, 2014 (the "2013 Annual Report"). The accompanying condensed balance sheet at December 31, 2013 has been derived from the audited financial statements at that date, but does not include all information and footnotes required by GAAP for complete financial statements.

As used herein, the term "Common Stock" means the Company's common stock, $0.0001 par value per share.

The results of operations for the six month period ended June 30, 2014 are not necessarily indicative of results that may be expected for any other interim period or for the full fiscal year. Readers of this Quarterly Report are strongly encouraged to review the risk factors relating to the Company which are set forth in the 2013 Annual Report.

The accompanying financial statements have been prepared on a going concern basis which contemplates the realization of assets and satisfaction of liabilities of the Company in the normal course of business. If the Company is unable to raise required funding to continue to pursue its business plan, it may have to cease operations. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Nature of the Business and Background

The Company is a clinical stage biopharmaceutical company that is seeking to discover, develop and commercialize innovative therapeutics for patients with certain cancers. The Company's preliminary focus is on the development of therapies for skin, prostate and lung cancers in the U.S. market, with the first indication targeting the treatment of basal cell carcinoma in patients with Basal Cell Carcinoma Nevus Syndrome (also known as Gorlin Syndrome). The Company believes that the dosing of oral capsules of SUBA-Itraconazole can affect the Hedgehog signaling pathway, a major regulator of many fundamental cellular processes, which, in turn, can impact the development and growth of cancers such as basal cell carcinoma.

Itraconazole is FDA approved for and extensively used to treat fungal infections and has an extensive history of safe and effective use in humans. The Company has developed, optioned and licensed intellectual property and know-how related to the treatment of cancer patients using itraconazole and has applied for patents to cover the Company's inventions.

On January 20, 2011, CBI (which had operated as a biotechnology company) filed a voluntary petition captioned *In re Commonwealth Biotechnologies, Inc., Case No. 11-30381-KRH* in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On August 12, 2013, in furtherance of CBI's plan of reorganization approved by the Bankruptcy Court, CBI effected a "short-form" reincorporation merger with HPPI, a newly created and wholly owned Delaware subsidiary of CBI, pursuant to which CBI merged with and into HPPI, with HPPI surviving the merger and with the effect of CBI becoming reincorporated as a Delaware corporation and changing its corporate name. Each outstanding share of CBI was converted into one share of HPPI. HPPI's Certificate of Incorporation (and thus the Certificate of Incorporation of the surviving company) authorizes the issuance of up to 340,000,000 shares of Common Stock, and 10,000,000 shares of preferred stock, par value $0.0001 per share.

On August 13, 2013, the Company entered into a Contribution Agreement, dated as of August 13, 2013 (the "Contribution Agreement"), by and between the Company and Hedgepath, LLC (a related party) ("HPLLC") pursuant to which, in exchange for the right to receive 170,001 shares of the Company's newly created Series A Convertible Preferred Stock (the "Series A Preferred

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

1. Corporate overview (continued):

Stock"), representing 90% of the fully diluted voting securities of the Company as of the date of issuance (or 170,000,739 shares of Common Stock on an as converted basis), HPLLC contributed and/or assigned various assets and contract rights to the Company associated with the itraconazole cancer therapy business presently conducted by the Company. All issued Series A Preferred Stock will convert into 170,000,739 shares of Common Stock. Therefore, issuances of Series A Preferred Stock subsequent to this initial issuance will reduce the conversion rate and result in fewer shares of Common Stock upon conversion of the 170,001 shares of Preferred Stock issued in this transaction.

Supply and License Agreement

On September 3, 2013, the Company entered into an exclusive Supply and License Agreement (the "Supply and License Agreement") with Mayne Pharma International Pty Ltd., a company incorporated in Australia ("MPI"), pursuant to which MPI agreed to: (i) supply the Company with its patented formulation of the drug itraconazole, known as SUBA™-Itraconazole, in a particular dose formulation (the "Product") for the treatment of human patients with cancer via oral administration (the "Field") (with the initial areas of investigation being skin, lung and prostate cancer) in the United States (the "Territory"), (ii) provide the Company with an exclusive license to use and develop the intellectual property related to the Product in the Field and in the Territory and (iii) participate in a joint development committee with the Company ("JDC") to clinically develop the Product in the Field and in the Territory. The Company will pursue the development of the Product for treatment of a variety of cancers with a focus on clinical development, seeking regulatory approvals and, if regulatory approval is obtained, marketing in the United States.

Subject to earlier termination if certain conditions ("Conditions") were not met (which Conditions were eliminated as described further below), the term of the Supply and License Agreement shall last until the later of: (i) 10 years from the target launch date of the Product for the treatment of human patients with cancer via oral administration or (ii) the date on which all issued patents of MPI or any of its affiliates referred to in the Supply and License Agreement have lapsed or expired. The Company entered into Amendment No. 1 and Amendment No. 2 to the Supply and License Agreement (the "Amended Supply and License Agreement") with MPI to extend the date by which the Conditions were to be met from December 16, 2013.

On June 24, 2014, the Company and Mayne Pharma Ventures Pty Ltd ("Mayne Pharma"), an Australian company and assignee of MPI's rights, along with Nicholas J. Virca, the Company's President and Chief Executive Officer ("Virca"), Frank O'Donnell, Jr., M.D., the Company's Executive Chairman ("O'Donnell") and HPLLC, consummated a series of related transactions to fulfill the Conditions in a manner mutually acceptable to the Company and Mayne Pharma. In connection therewith, the Company and Mayne Pharma entered into an Amended and Restated Supply and License Agreement as of June 24, 2014 (the "Amended and Restated Supply and License Agreement") principally to eliminate the Conditions and related early termination rights of Mayne Pharma.

Mayne Pharma Securities Purchase Agreement

On June 24, 2014, the Company and Mayne Pharma entered into the Mayne Purchase Agreement (the "Mayne Purchase Agreement"). Pursuant to the Mayne Purchase Agreement, the Company (i) issued 258,363.280 shares of Series A Preferred Stock (the "Mayne Series A Shares") and (ii) issued, upon closing of a Purchase Agreement, dated June 24, 2014 (as described further below, the "HPLLC Purchase Agreement") by and between the Company and HPLLC, a warrant to purchase 10,250,569 shares of Common Stock (the "Mayne Make-Up Warrant"). The Mayne Series A Shares will convert into 87,843,897 shares of Common Stock in August 2014 pursuant to the terms of the Equity Holders Agreement (discussed below) and in accordance with the Amended and Restated Certificate of Designation of Series A Preferred Stock (the "Certificate of Designation"). The Mayne Make-Up Warrant has an exercise price of $0.0878 per share and may be exercised at any time, from time to time, by Mayne Pharma prior to the expiration on June 24, 2019. In conjunction with the execution of the Mayne Purchase Agreement, the Company has expensed, as in-process research and development costs, approximately $1.9 million. The value of the issued stock was calculated by taking approximately 42% of the market capitalization on the date the agreement was entered into to reflect the 42% ownership exchanged for entering into the agreement. The value of the warrant was calculated by using the Black-Scholes valuation model that uses assumptions for expected volatility (104.9%), expected dividends (none), expected term (5 years), and risk-free interest rate (1.7%). Expected volatilities are based on historical volatilities of peer companies. The risk-free rate is based upon the U.S. Treasury yield curve in effect at the time of the grant for the period of the expected term.

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

1. Corporate overview (continued):

Equity Holders Agreement

On June 24, 2014, in fulfillment of one of the Conditions of the Supply and License Agreement, and as a condition of the Mayne Purchase Agreement and in consideration for Mayne Pharma not exercising its termination right, the Company, Mayne Pharma, HPLLC, O'Donnell and Virca (together, the "Equity Holder Parties") entered into an Equity Holders Agreement (the "Equity Holders Agreement"). The Equity Holders Agreement governs the rights and obligations of each of the parties as they pertain to the Company's securities and to the present and future governance of the Company. Pursuant to the Equity Holders Agreement:

- Mayne Pharma and HPLLC each agreed not to offer, pledge, sell, contract to sell, swap or enter into any other transfer arrangement any of their Company securities until June 24, 2015 (the "Lock-Up Period") without prior written consent of the other Equity Holder Parties, except for in limited circumstances as described in the Equity Holders Agreement;
- Mayne Pharma and HPLLC each agreed that on August 14, 2014 (or within 2 business days thereafter) each will convert all of its Series A Preferred Stock into shares of Common Stock at a rate of 1 for 340 shares of Common Stock. All 500,000 shares of Series A Preferred Stock will convert into 170,000,739 shares of Common Stock of the Company;
- Mayne Pharma, HPLLC, Virca and O'Donnell each agreed that during the Lock-Up Period none of them will own greater than 49.5% of the Common Stock of the Company on a fully-diluted basis (such ownership to include individual and affiliate ownership) and that after the Lock-Up Period and until June 24, 2019, each of the Equity Holder Parties will provide written notice to each of the other Equity Holder Parties if their ownership (together with affiliates) exceeds, or is going to exceed, 49.5%;
- Mayne Pharma and its affiliates (the "Mayne Pharma Group") have been granted a right of first refusal to purchase a pro rata share of any new securities issued by the Company, such pro rata share to be determined based upon the number of shares of Common Stock held by Mayne Pharma Group on a fully diluted basis as compared to the number of shares of Common Stock outstanding immediately prior to the offering of the new securities on a fully diluted basis;
- Mayne Pharma has been granted the right until June 24, 2016 to introduce accredited investors to the Company to participate in a private offering of the Company's securities (with some exceptions as described in the Equity Holders Agreement). In the event that the Company contemplates a private offering of its securities, such accredited investors introduced by Mayne Pharma to have the right to participate in up to 50% of the private offering;
- Mayne Pharma has the right to immediately designate one director to the Company's Board of Directors (the "Board") and to designate a second director if the size of the Board is increased to seven directors until the earlier to occur of: (i) the date that the Amended and Restated Supply and License Agreement is terminated or expires, or (ii) the date on which the Mayne Pharma Group ceases to own ten percent (10%) or more of the issued and outstanding Common Stock on a fully diluted basis (the "Voting Rights Termination Date");
- The Equity Holder Parties agree that if HPLLC fails to satisfy certain performance goals, defaults under the HPLLC Note (as defined and further discussed below), or breaches any provisions of the HPLLC Note then the Company has the right to declare that 17,647 shares of Series A Preferred Stock (or the Common Stock equivalent upon conversion thereof) be forfeited and Mayne Pharma has the right to purchase such forfeited shares; and
- The Equity Holder Parties agree that if HPLLC defaults under the HPLLC Note or breaches any provisions of the HPLLC Note, then Mayne Pharma has the right to demand the resignation of O'Donnell.

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

1. Corporate overview (continued):

In addition to the foregoing, the Equity Holder Parties also agreed that the Company would seek to meet certain goals for the commercialization of the Product (the "Commercialization Goals") and certain funding goals for the Company (the "Funding Goals"). In the event that the Company fails to achieve the Commercialization Goals or the Funding Goals, Mayne Pharma has the right to demand the resignation of O'Donnell and/or Vircа from their positions with the Company. In the event that O'Donnell or Vircа do not submit their resignations in a timely manner, Mayne Pharma can terminate the Amended and Restated Supply and License Agreement. Additionally, if the Commercialization Goals are not achieved, the Company has the right to declare that HPLLC forfeit 17,647 shares of Series A Preferred Stock (or the Common Stock equivalent upon conversion thereof).

If O'Donnell or Vircа are required to resign pursuant to the Equity Holders Agreement, then, notwithstanding the Employment Agreement between the Company and Vircа or the Executive Chairman Agreement between the Company and O'Donnell, no severance, compensation, consideration or other payment will be due or payable in connection therewith and O'Donnell or Vircа, as the case may be, will forfeit all then unvested options, warrants, restricted stock units, or other right to acquire Common Stock (or securities convertible into Common Stock) and will waive any claim to severance pay. Furthermore, upon such resignation or termination, Mayne Pharma will have the right to purchase by written notice to O'Donnell or Vircа, as the case may be, all Company securities owned by O'Donnell or Vircа, including vested options, vested warrants, vested restricted stock units and the like individually held by O'Donnell and/or Vircа or otherwise transferred by either of them, as the case may be, at the fair market value (as such term is defined in the Equity Holders Agreement) as of the date of such resignation or termination.

The Equity Holders Agreement terminates if (i) the Company receives an adjudication of bankruptcy, the Company executes an assignment for the benefit of creditors, a receiver is appointed for the Company or the Company is voluntarily or involuntarily dissolved or (ii) the Company, HPLLC and Mayne Pharma expressly agree in writing. Additionally, certain limited provisions of the Equity Holders Agreement terminate at such time as the Mayne Pharma Group collectively owns less than ten percent (10%) of the Common Stock on a fully diluted basis.

Related Party Debt Forgiveness Agreement

Following the Company's emergence from bankruptcy in August 2013, certain expenses had been incurred for officer salary, travel, legal and patent expenses. These expenses, totaling $639,768, were paid by HPLLC on behalf of the Company. This debt was forgiven pursuant to a Debt Forgiveness Agreement, dated June 24, 2014 (the "Debt Forgiveness Agreement"), which was entered into by the Company and HPLLC as a condition of closing of the Mayne Purchase Agreement and was accounted for as a capital transaction due to the related party nature of the agreement. Pursuant to the Debt Forgiveness Agreement, HPLLC waived, canceled and forgave payment from the Company of the aforementioned $639,768 of indebtedness previously advanced by HPLLC to the Company in exchange for 2,530,227 shares of Common Stock, 71,636 shares of Series A Preferred Stock (the "Debt Forgiveness Series A Shares") and a warrant (the "Debt Forgiveness Warrant") to purchase 10,250,569 shares of Common Stock. The Debt Forgiveness Series A Shares together with Series A Preferred Shares previously issued to HPLLC will convert into 82,156,842 shares of Common Stock in August 2014 pursuant to the terms of the Equity Holders Agreement and in accordance the Certificate of Designation. The Debt Forgiveness Warrant may be exercised by HPLLC at an exercise price of $0.0878 per share at any time, from time to time, prior to the expiration of the Debt Forgiveness Warrant on June 24, 2019.

HPLLC Purchase Agreement

Also on June 24, 2014, the Company and HPLLC entered into the HPLLC Purchase Agreement, pursuant to which the Company sold HPLLC 20,000,000 shares of Common Stock at a purchase price of $0.075 per share for an aggregate purchase price of $1,500,000. HPLLC funded $400,000 of the purchase price prior to June 30, 2014. The remaining $1,100,000 will be funded in monthly installments through December 31, 2014 pursuant to a promissory note (the "HPLLC Note") issued by HPLLC to the Company on June 24, 2014. Funds received under this transaction are being used by the Company for research and development as well as for general and administrative expenses (note 4).

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

2. Liquidity and management's plans:

The Company requires additional financing for its research and development, commercialization and distribution efforts and its working capital and intends to finance these activities primarily through:

- public and private financings and, potentially, from strategic transactions;
- potential partnerships with other pharmaceutical companies to assist in the supply, manufacturing and distribution of its products for which the Company would expect to receive upfront milestone and royalty payments;
- potential licensing and joint venture arrangements with third parties, including other pharmaceutical companies where the Company would receive funding based on out-licensing its product; and
- seeking government or private foundation grants which would be awarded to the Company to further develop its current and future anti-cancer therapies.

However, there can be no assurance that any of these plans will be implemented on commercially reasonable terms, if at all.

There is substantial doubt about the Company's ability to continue as a going concern. The Company's current independent auditors have included a paragraph emphasizing "going concern" uncertainty in their report on the 2013 financial statements. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

The Company had cash and cash equivalents of $271,226 as of June 30, 2014.

3. Summary of Significant Accounting Policies:

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Revenue Recognition

The Company currently has no ongoing source of revenues. Any miscellaneous income is recognized when earned by the Company.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. At times, the Company may maintain cash balances in excess of Federal Deposit Insurance Corporation insured amounts.

Research and Development Expenses

Research and development costs are expensed in the period in which they are incurred and include the expenses paid to third parties who conduct research and development activities on behalf of the Company.

Recent accounting pronouncements:

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014-09, "Revenue from Contracts with Customers," which supersedes the revenue recognition requirements of Accounting Standards Codification ("ASC") Topic 605, "Revenue Recognition" and most industry-specific guidance on revenue recognition throughout the ASC. The new standard is principles-based and provides a five step model to determine when and how revenue is recognized. The core principle of the new standard is that revenue should be recognized when a company transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard also

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

3. Summary of Significant Accounting Policies (continued):

requires disclosure of qualitative and quantitative information surrounding the amount, nature, timing and uncertainty of revenues and cash flows arising from contracts with customers. The new standard will be effective for the Company in the first quarter of the year ending December 31, 2017 and can be applied either retrospectively to all periods presented or as a cumulative-effect adjustment as of the date of adoption. Early adoption is not permitted. The Company will evaluate the impact of adoption of the new standard on its financial statements upon commencement of revenue generating activities.

Accounting for Enterprises in Reorganization

Financial Accounting Standards Board (" FASB") Accounting Standards Codification ("ASC") Topic 852—*Reorganizations* ("ASC Topic 852"), which is applicable to companies in Chapter 11, generally does not change the manner in which financial statements are prepared. However, it does require that the financial statements for periods subsequent to the filing of the Chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Revenues, expenses, realized gains and losses, and provisions for losses that can be directly associated with the reorganization and restructuring of the business must be reported separately as reorganization items in the statements of operations beginning in the quarter ending March 31, 2011. The balance sheet must distinguish prepetition liabilities subject to compromise from both those prepetition liabilities that are not subject to compromise and from post-petition liabilities. Liabilities that may be affected by a plan of reorganization must be reported at the amounts expected to be allowed by the applicable bankruptcy court, even if they may be settled for lesser amounts. In addition, cash flows from reorganization items must be disclosed separately in the statement of cash flows. The Company became subject to ASC Topic 852 effective on January 20, 2011, and segregated those items as outlined above for all reporting periods after such date. The Company officially emerged from bankruptcy on April 17, 2013, followed by the reincorporation merger and contribution of assets by HPLLC, which satisfied the final condition to effectiveness of the Company's reorganization plan as detailed in Note 1. Accordingly, all pre-petition liabilities had been settled as of December 31, 2013, and there are no further reorganization items requiring recognition in the 2014 statement of operation.

Income Taxes

Deferred tax assets and liabilities are recognized for future tax consequences attributed to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates that are expected to apply to the differences in the periods that they are expected to reverse. Management has evaluated the guidance relating to accounting for uncertainty in income taxes and has determined that the Company had no uncertain income tax positions that could have a significant effect on the consolidated financial statements for the six months ended June 30, 2014 or 2013.

Supply and License Agreement:

Upon entering into the Amended and Restated Supply and License Agreement with Mayne Pharma, the Company issued 258,363 shares of Series A Preferred Stock and a warrant to purchase 10,250,569 shares of Common Stock to Mayne Pharma. The fair value of the issued Preferred shares and warrants has been accounted for as in-process research and development totaling approximately $1.9 million and is included in research and development expense for the quarter ended June 30, 2014.

4. Notes Receivable:

Pursuant to the HPLLC Note (as described in note 1), commencing on June 30, 2014 and ending on December 31, 2014, HPLLC must make monthly payments to the Company in accordance with the terms and conditions of that note. The Company has the right, in its sole discretion, to request an advance payment of part or all of the principal of the HPLLC Note from HPLLC. The HPLLC Note bears no interest except upon an event of default in which case interest accrues at 18% per annum. In the event that HPLLC defaults on part or all of the HPLLC Note, the Company has the right to declare by written notice that HPLLC forfeit some or all of the 20,000,000 HPLLC Common Stock shares sold in consideration for the note as well as 17,647 shares of Series A Preferred Stock (or the Common Stock equivalent upon conversion thereof) held by HPLLC. The balance due under the HPLLC Note as of June 30, 2014 was $1,100,000 and is classified as a Common Stock Subscription Receivable in the accompanying 2014 condensed balance sheet.

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

5. Notes Payable:

On August 1, 2013, the Company formalized amounts due to two former employees and a former director of CBI by issuing three non-interest bearing promissory notes. The two employee notes totaling approximately $62,000 were due on November 1, 2013. Interest began accruing at 18% per annum on the unpaid principal on November 1, 2013, in accordance with the specified terms. On January 31, 2014, the Company extended the two former employee notes to March 31, 2014 while adding accrued interest through January 31, 2014 and an additional $3,000 to the principal balance of each. Additional extensions were entered into in May 2014 to extend the maturity to July 12, 2014, which includes additional principal of approximately $9,000 each along with accrued and unpaid interest through May 13, 2014. On July 10, 2014, a partial payment of $57,000 was made by the Company and the maturity was extended to December 31, 2014, with an interest rate of 9% per annum effective July 10, 2014.

The former director non-interest bearing note of approximately $6,000 was due the later of five days following the date on which the Company has raised $1 million, or November 1, 2013. Interest began accruing at a rate of 5% per annum on November 1, 2013 in accordance with the specified terms. The former director note and the related accrued and unpaid interest were paid in full on July 2, 2014.

6. Stockholders' Equity:

Employee Stock Plans

Subsequent to June 30, 2014, a 2014 Equity Incentive Plan ("EIP") was adopted by the Company's Board of Directors and is currently pending approval by the stockholders of the Company. The 2014 EIP authorizes the issuance of up to 32,583,475 shares of Company common stock. In July 2014, 15,041,738 restricted stock units ("RSUs") were granted (subject to approval of the EIP by the Company's stockholders) to the Company's Chief Executive Officer, Nicholas J. Virca, and shall vest upon the earlier to occur of (i) September 3, 2016 or (ii) the acceptance by the FDA of a New Drug Application ("NDA") by the Company for any Company product candidate with a cancer indication utilizing the Company's licensed SUBA-itraconazole technology, provided that Mr. Virca is actively employed by the Company on the earlier of such date. An additional 1.5 million RSUs were issued to various Board members and officers with the same vesting schedule and subject to the same stockholder approval requirement.

Going forward, incentive awards may be in the form of stock options, restricted stock, restricted stock units and performance and other awards. In the case of incentive stock options, the exercise price will not be less than 100% of the fair market value of shares covered at the time of the grant, or 110% for incentive stock options granted to persons who own more than 10% of the Company's voting stock. Options granted will generally vest over a three-year period from the date of grant and will be exercisable for ten years, except that the term may not exceed five years for incentive stock options granted to persons who own more than 10% of the Company's outstanding common stock.

Stock-based compensation expense will be determined based on the fair value of the stock-based awards and recognized over the vesting period. No stock-based compensation expense related to employee stock options was recognized for the six months ended June 30, 2014 or 2013. As of June 30, 2014 there was no unamortized stock-based compensation cost related to non-vested stock awards, as all such instruments were canceled upon emergence from bankruptcy. During the six months ended June 30, 2014, no stock options were granted, exercised or forfeited.

Issuance of Restricted Stock

In April 2013, restricted shares were issued to CBI's CEO, one CBI board member and one former CBI officer for a portion of their approved claims. The number of shares issued, which totaled 3,328,467, was determined by using a per share price equal to the average of the 30 day closing price of Common Stock and was valued at $152,000.

Issuance of Preferred and Common Stock

See note 1 for discussion of Series A Preferred Stock issued to Mayne Pharma for purchased in-process research and development.

See note 1 for discussion of Series A Preferred Stock issued for related party debt forgiveness.

See note 1 for discussion of Common Stock issued for Common Stock subscription.

HEDGEPATH PHARMACEUTICALS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2014 AND 2013
(Unaudited)

6. Stockholders' Equity (continued):

Warrants

Pursuant to the Mayne Purchase Agreement (note 1), warrants to purchase 10,250,569 shares of the Company's common stock at $0.0878 was granted to Mayne Pharma. The warrants will expire on June 24, 2019.

Pursuant to the Debt Forgiveness Agreement (note 1) with HPLLC, warrants to purchase 10,250,569 shares of the Company's common stock at $0.0878 was granted to HPLLC. The warrants will expire on June 24, 2019.

7. Legal Proceedings:

Chien Connecticut Case

In October 2012, Andrew Chien ("Chien"), an alleged shareholder of our predecessor, CBI, filed suit in Connecticut state court (later removed to the United States District Court for the District of Connecticut (the "CT District Court")) against CBI, Dr. Richard J. Freer (a director and officer of CBI) ("Freer"), and the law firm LeClairRyan (the "Chien Connecticut Case").

In October 2012, the CT District Court in the Chien Connecticut Case entered an Order dismissing Chien's claims without prejudice on account of CBI's pending Chapter 11 bankruptcy.

Chien filed various motions in response to the CT District Court's decision dismissing the claims asserted against Freer and LeClairRyan, including a motion for reconsideration. On Thursday, May 29, 2014, the presiding judge issued several orders. The CT District Court granted Chien's request that he be allowed to proceed with the fifth and six claims he asserted against CBI in his Complaint, namely (i) a claim for relief entitled "Securities Fraud and Fiduciary Duty Violation against CBI" and (ii) a claim for relief entitled "Fiduciary Duty violation against CBI" (collectively, the "Chien Claims"). A related scheduling order provided that CBI had until June 20, 2014 to answer or otherwise respond to the Complaint. We have retained LeClairRyan to serve as CBI's counsel in the Chien Connecticut Case. On June 20, 2014, LeClairRyan filed on CBI's behalf a motion to dismiss seeking a dismissal with prejudice of the Chien Claims. LeClairRyan also filed on CBI's behalf a motion to stay discovery. On August 5, 2014, the CT District Court granted CBI's motion to stay discovery. The parties are now awaiting a final decision on CBI's motion to dismiss.

The Company strongly refutes as without merit the Plaintiff's claims and will vigorously defend the lawsuit

Chien Virginia Case

In April 2013, Chien filed an adversary proceeding to recover monetary and injunctive relief against CBI and Freer in the United States Bankruptcy Court for the Eastern District of Virginia (the "EDVA Bankruptcy Court"). On June 19, 2013, the EDVA Bankruptcy Court held a hearing on CBI's and Freer's motions to strike and / or dismiss Chien's adversary proceeding Complaint. At the conclusion of the June 19, 2013 hearing the EDVA Bankruptcy Court granted CBI's and Freer's motions to strike and / or dismiss and ordered that Chien's adversary proceeding be dismissed. On July 1, 2013, the EDVA Bankruptcy Court entered a Memorandum Opinion memorializing its decision. Chien perfected an appeal of the EDVA Bankruptcy Court's decision (the "Bankruptcy Appeal") to the United States District Court for the Eastern District of Virginia (the "EDVA District Court"). The parties have fully briefed the Bankruptcy Appeal and are now awaiting a decision from the EDVA District Court.

The Company strongly refutes as without merit the Plaintiff's claims and will vigorously defend the lawsuit

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with the Condensed Financial Statements and Notes thereto included elsewhere in this Quarterly Report. This discussion contains certain forward-looking statements that involve risks and uncertainties. The Company's actual results and the timing of certain events could differ materially from those discussed in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth herein and elsewhere in this Quarterly Report and in the Company's other filings with the SEC. See "Cautionary Note Regarding Forward Looking Statements" below.

As used in this Management's Discussion and Analysis of Financial Condition and Results of Operations, unless otherwise indicated, the terms "the Company", "we", "us", "our" and similar terminology refer to both, as the context requires, the present activity of HPPI and the historic activity of CBI, as the context requires.

For the three months ended June 30, 2014 compared to the three months ended June 30, 2013

Chapter 11 Expenses. We recognized $117,324 in Chapter 11 expenses during the three months ended June 30, 2013. There was no such expense during the corresponding period in 2014 as our bankruptcy proceedings concluded 2013. Chapter 11 expenses consist solely of trustee fees and legal fees relating to CBI's bankruptcy filing.

Research and Development Expenses. We recognized $1,930,482 in research and development expenses during the three months ended June 30, 2014. There was no such expense during the corresponding period in 2013. Research and development expenses include $1,909,860 of purchased in-process research and development related to our supply and license agreement with Mayne Pharma, as well as salaries related to clinical trial design and regulatory activities.

General and Administrative Expenses. We recognized $185,182 and $286,256 in general and administrative expenses during the three months ended June 30, 2014 and 2013, respectively. General and administrative expenses consist of compensation and related costs for corporate administrative staff, facility expenditures, professional fees, consulting and taxes. The decrease is primarily a result of the accrual of officer and employee compensation in the prior year. There were no such accruals necessary for the three months ended June 30, 2014.

Interest Expense. We recognized $24,994 in interest expense during the three months ended June 30, 2014, which includes approximately $18,000 in increased interest related to the former employee notes resulting from extensions of such notes. There was no such expense during the corresponding period in 2013. Interest expense consists of interest accrued on notes payable.

Gain on Reorganization. We recognized $166,676 in gain on reorganization during the three months ended June 30, 2013. There was no such gain during the corresponding period in 2014. Gain on reorganization is associated with the final payments under the Chapter 11 reorganization plan.

Other Expense. We recognized $30,000 in other expense during the three months ended June 30, 2013. There was no such expense during the corresponding period in 2014. Other expense consists of fees paid under the terms of the approved CBI bankruptcy plan.

For the six months ended June 30, 2014 compared to the six months ended June 30, 2013

Chapter 11 Expenses. We recognized $117,324 in Chapter 11 expenses during the six months ended June 30, 2013. There was no such expense during the corresponding period in 2014 as our bankruptcy proceedings concluded 2013. Chapter 11 expenses consist solely of trustee fees and legal fees relating to CBI's bankruptcy filing.

Research and Development Expenses. We recognized $1,955,807 in research and development expenses during the six months ended June 30, 2014. There was no such expense during the corresponding period in 2013. Research and development expenses include $1,909,860 of purchased in-process research and development related to our supply and license agreement with Mayne Pharma, as well as salaries related to clinical trial design and regulatory activities.

General and Administrative Expenses. We recognized $346,787 and $376,800 in general and administrative expenses during the six months ended June 30, 2014 and 2013, respectively. General and administrative expenses consist primarily of compensation and related costs for corporate administrative staff, facility expenditures, professional fees, consulting and taxes. This decrease is primarily a result of the accrual of officer and employee compensation in the prior year. There were no such accruals necessary for the six months ended June 30, 2014.

Interest Expense. We recognized $34,552 in interest expense during the six months ended June 30, 2014 which includes approximately $24,666 in increased interest related to the former employee notes resulting from extensions of such notes. There was no such expense during the corresponding period in 2013.

Gain on Reorganization. We recognized $166,676 in gain on reorganization during the six months ended June 30, 2013. There was no such gain during the corresponding period in 2014. Gain on reorganization is associated with the final payments under the Chapter 11 reorganization plan.

Liquidity and Capital Resources

We currently have approximately $270,000 on hand and commitments in the form of a note receivable for an additional $1,100,000 of capital from HPLLC.

We will require additional financing in the near term in order to progress our business plan, and our failure to raise such funds could lead to the failure of our business in the near term. It is highly unlikely that any funds required during the next twelve months or thereafter can be generated from our operations. Moreover, there can be no assurances given that additional funds will be available from external sources, such as debt or equity financing or other potential sources on commercially acceptable terms, or at all.

We intend to seek financing for our research and development, commercialization and distribution efforts and our working capital needs primarily through:

- securing proceeds from public and private financings and, potentially, other strategic transactions;
- partnering with other pharmaceutical companies to assist in the supply, manufacturing and distribution of our products for which we would expect to receive upfront milestone and royalty payments;
- potential licensing and joint venture arrangements with third parties, including other pharmaceutical companies where we would receive funding based on out-licensing our product; and
- seeking government or private foundation grants which would be awarded to us to further develop our current and future anti-cancer therapies.

There is a risk that none of these or similar efforts will raise needed cash for us. As a result of the foregoing circumstances, there is substantial doubt about our ability to continue as a going concern. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should we be unable to continue as a going concern.

Contractual Obligations and Commercial Commitments

Our non-cancellable contractual obligations as of June 30, 2014 are as follows:

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Notes payable	$102,420	$102,420	$ —	$ —	$ —
Employment agreements	576,475	193,200	383,275		
Total contractual cash obligations	$678,895	$295,620	$383,275	$ —	$ —

Item 3. Quantitative and Qualitative Disclosures About Market Risk

None

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report, the Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer (the "Certifying Officers"), conducted evaluations of our disclosure controls and procedures. As defined under Sections 13a–15(e) and 15d–15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the term "disclosure controls and procedures" means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded,

processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including the Certifying Officers, to allow timely decisions regarding required disclosures.

Based on this evaluation, the Certifying Officers have concluded that our disclosure controls and procedures were effective to ensure that material information is recorded, processed and summarized timely.

Changes in Internal Control over Financial Reporting

Further, there were no changes in our internal control over financial reporting during our second fiscal quarter of 2014 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Internal Controls

Readers are cautioned that our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our control have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any control design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

Certain information set forth in this Quarterly Report on Form 10-Q, including in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" (and the "Liquidity and Capital Resources" section thereof) and elsewhere may address or relate to future events and expectations and as such constitutes "forward-looking statements" within the meaning of the Private Securities Litigation Act of 1995. Such forward-looking statements involve significant risks and uncertainties. Such statements may include, without limitation, statements with respect to our plans, objectives, projections, expectations and intentions and other statements identified by words such as "projects", "may", "could", "would", "should", "believes", "expects", "anticipates", "estimates", "intends", "plans" or similar expressions. These statements are based upon the current beliefs and expectations of our management and are subject to significant risks and uncertainties, including those detailed in our filings with the SEC. Actual results, including, without limitation: (i) the results of our collaboration with Mayne Pharma, (ii) the application and availability of corporate funds and our need for future funds, or (iii) the timing for completion, and results of, scheduled or additional clinical trials and the FDA's review and/or approval and potential commercial launch of our products and product candidates and regulatory filings related to the same, may differ significantly from those set forth in the forward-looking statements. Such forward-looking statements also involve other factors which may cause our actual results, performance or achievements to materially differ from any future results, performance, or achievements expressed or implied by such forward-looking statements and to vary significantly from reporting period to reporting period. Such factors include, among others, those listed under Item 1A of our 2013 Annual Report and other factors detailed from time to time in our other filings with the SEC. Although management believes that the assumptions made and expectations reflected in the forward-looking statements are reasonable, there is no assurance that the underlying assumptions will, in fact, prove to be correct or that actual future results will not be different from the expectations expressed in this Report. We undertake no obligation to publically update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Chien Connecticut Case

In October 2012, Andrew Chien ("Chien"), an alleged shareholder of the Company when it operated as CBI, filed suit in Connecticut state court (later removed to the United States District Court for the District of Connecticut (the "CT District Court")) against CBI, Dr. Richard J. Freer (a director and officer of CBI) ("Freer"), and the law firm LeClairRyan (the "Chien Connecticut Case").

In October 2012, the CT District Court in the Chien Connecticut Case entered an Order dismissing Chien's claims without prejudice on account of CBI's pending Chapter 11 bankruptcy.

Chien filed various motions in response to the CT District Court's decision dismissing the claims asserted against Freer and LeClairRyan, including a motion for reconsideration. On Thursday, May 29, 2014, the presiding judge issued several orders. The CT District Court granted Chien's request that he be allowed to proceed with the fifth and six claims he asserted against CBI in his Complaint, namely (i) a claim for relief entitled "Securities Fraud and Fiduciary Duty Violation against CBI" and (ii) a claim for relief entitled "Fiduciary Duty violation against CBI" (collectively, the "Chien Claims"). A related scheduling order provided that CBI had until June 20, 2014 to answer or otherwise respond to the Complaint. HPPI has retained LeClairRyan to serve as CBI's counsel in the Chien Connecticut Case. On June 20, 2014, LeClairRyan filed on CBI's behalf a motion to dismiss seeking a dismissal with prejudice of the Chien Claims. LeClairRyan also filed on CBI's behalf a motion to stay discovery. On August 5, 2014, the CT District Court granted CBI's motion to stay discovery. The parties are now awaiting a final decision on CBI's motion to dismiss.

We strongly refute as without merit the Plaintiff's claims and will vigorously defend the lawsuit

Chien Virginia Case

In April 2013, Chien filed an adversary proceeding to recover monetary and injunctive relief against CBI and Freer in the United States Bankruptcy Court for the Eastern District of Virginia (the "EDVA Bankruptcy Court"). On June 19, 2013, the EDVA Bankruptcy Court held a hearing on CBI's and Freer's motions to strike and / or dismiss Chien's adversary proceeding Complaint. At the conclusion of the June 19, 2013 hearing the EDVA Bankruptcy Court granted CBI's and Freer's motions to strike and / or dismiss and ordered that Chien's adversary proceeding be dismissed. On July 1, 2013, the EDVA Bankruptcy Court entered a Memorandum Opinion memorializing its decision. Chien perfected an appeal of the EDVA Bankruptcy Court's decision (the "Bankruptcy Appeal") to the United States District Court for the Eastern District of Virginia (the "EDVA District Court"). The parties have fully briefed the Bankruptcy Appeal and are now awaiting a decision from the EDVA District Court.

We strongly refute as without merit the Plaintiff's claims and will vigorously defend the lawsuit

Item 1A. Risk Factors.

Not required for smaller reporting companies.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

See Current Report on Form 8-K, dated June 30, 2014.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable

Item 6. Exhibits.

Number	Description
31.1	Certification of Chief Executive Officer Pursuant To Sarbanes-Oxley Section 302
31.2	Certification of Chief Financial Officer Pursuant To Sarbanes-Oxley Section 302
32.1	Certification Pursuant To 18 U.S.C. Section 1350 (*)

Table of Contents

Number	Description
32.2	Certification Pursuant To 18 U.S.C. Section 1350 (*)
101.ins	XBRL Instance Document
101.sch	XBRL Taxonomy Extension Schema Document
101.cal	XBRL Taxonomy Calculation Linkbase Document
101.def	XBRL Taxonomy Definition Linkbase Document
101.lab	XBRL Taxonomy Label Linkbase Document
101.pre	XBRL Taxonomy Presentation Linkbase Document

* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HEDGEPATH PHARMACEUTICALS, INC.

Date: August 13, 2014

By: /s/ Nicholas J. Virca
Nicholas J. Virca
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 13, 2014

By: /s/ Garrison J. Hasara
Garrison J. Hasara, CPA
Chief Financial Officer and Treasurer
(Principal Financial Officer)

Exhibit 31.1

Certification of Chief Executive Officer
Pursuant to Rule 13a-14(a)

I, Nicholas J. Virca, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of HedgePath Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2014

/s/ Nicholas J. Virca
Nicholas J. Virca
President and Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer
Pursuant to Rule 13a-14(a)

I, Garrison J. Hasara, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of HedgePath Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2014

/s/ Garrison J. Hasara
Garrison J. Hasara
Chief Financial Officer and Treasurer

Exhibit 32.1

HEDGEPATH PHARMACEUTICALS, INC.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of HedgePath Pharmaceuticals, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nicholas J. Virca, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Nicholas J. Virca
Nicholas J. Virca
President and Chief Executive Officer
August 13, 2014

Exhibit 32.2

HEDGEPATH PHARMACEUTICALS, INC.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of HedgePath Pharmaceuticals, Inc (the "Company") on Form 10-Q for the period ending June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Garrison J. Hasara, Treasurer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Garrison J. Hasara
Garrison J. Hasara
Chief Financial Officer and Treasurer
August 13, 2014