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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or Section 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 26, 2016 (May 20, 2016)**

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**HedgePath Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-13467**  
(Commission  
File Number)

**30-0793665**  
(IRS Employer  
Identification No.)

**324 South Hyde Park Avenue, Suite 350**  
**Tampa, FL 33606**  
**(813) 864-2559**

(Address, including Zip Code and Telephone Number, including Area Code, of Principal Executive Offices)

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 20, 2016, HedgePath Pharmaceuticals, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment amending the Company’s Certificate of Incorporation, as amended. The Certificate of Amendment was approved by the Company’s Board of Directors and majority stockholders as disclosed on the Company’s Information Statement filed with the Securities and Exchange Commission on April 25, 2016. The Certificate of Amendment increases the number of authorized shares issuable by the Company from 340,000,000 to 500,000,000. The Certificate of Amendment is attached to this Current Report as Exhibit 3.1. All descriptions of the Certificate of Amendment herein are qualified in their entirety to the text of Exhibit 3.1 hereto, which is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Set forth below is a list of Exhibits included as part of this Current Report.

3.1 Certificate of Amendment.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 26, 2016

HEDGEPATH PHARMACEUTICALS, INC.

By: /s/ Nicholas J. Virca

Name: Nicholas J. Virca

Title: President and CEO

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
HEDGE PATH PHARMACEUTICALS, INC.**

HedgePath Pharmaceuticals, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify:

**First:** That the Board of Directors of the Corporation (the “Board”), in accordance with the applicable provisions of Section 141(f) of the DGCL, by written consent filed with the minutes of the Board, adopted resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation (the “Certificate of Incorporation”):

RESOLVED, that Article FOURTH of the Certificate of Incorporation be amended by deleting in its entirety the first sentence of such Article and replacing such language with the following:

“The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Five Hundred Ten Million (510,000,000), of which Five Hundred Million (500,000,000) shares shall be common stock, par value of \$0.0001 per share (“Common Stock”), and Ten Million (10,000,000) shares of preferred stock, par value \$0.0001 per share (the “Preferred Stock”).”

**Second:** That in lieu of a meeting and vote of the stockholders of the Corporation (the “Stockholders”), the Stockholders have given written consent to said amendments in accordance with the provisions of Section 228 of the DGCL, and written notice of the adoption of the amendments has been given as provided in Section 228 of the DGCL to every stockholder entitled to such notice.

**Third:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the DGCL.

**Fourth:** That the amendment shall be effective on the date of the filing of this Certificate of Amendment of Certificate of Incorporation (this “Certificate”) with the office of the Secretary of State of the State of Delaware.

[Signature Page Follows]

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed this 19<sup>th</sup> day of May, 2016.

HEDGEPATH PHARMACEUTICALS, INC.

By: /s/ Nicholas J. Virca

Name: Nicholas J. Virca

Its: President and Chief Executive Officer