

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

**FORM 8-K**

**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): July 17, 2019**

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

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

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

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

**4830 W. Kennedy Blvd., Suite 600  
Tampa, Florida 33609  
(813) 864-2559**

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

**324 South Hyde Park Avenue, Suite 350  
Tampa, FL 33606**  
(Former name or former address, if changed since last report)

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))

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 7.01 Regulation FD Disclosure****Item 8.01 Other Events**

On July 9, 2019, Hedgepath, LLC (“HPPLC”), a stockholder of HedgePath Pharmaceuticals, Inc. (the “Company”), filed a civil action captioned *Hedgepath, LLC v. Magrab, et al.*, Civil Action Number 2019-0529-JTL, in the Delaware Court of Chancery (the “Action”). The complaint in the Action, purportedly brought directly and derivatively on behalf of the Company, alleges claims for breach of fiduciary duty, declaratory judgement and dilution of stockholder equity against the Company’s directors and President and Chief Executive Officer, a former director of the Company and Mayne Pharma Ventures Pty Ltd., the Company’s majority stockholder (“Mayne Pharma”). The Action relates to certain of the Company’s previously announced transactions with Mayne Pharma as well as purportedly fraudulent misrepresentation in connection with allegedly false and misleading statements included in Company press releases and filings with the Securities and Exchange Commission. The complaint seeks unspecified damages, equitable and other relief from the defendants.

The Company believes the Action is legally and factually baseless, and the named director and officer defendants intend to defend themselves vigorously.

**Cautionary Note on Forward-Looking Statements**

This Current Report and any related statements of representatives and partners of the Company contain, or may contain, among other things, certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve significant risks and uncertainties. Such statements may include, without limitation, statements with respect to the Company’s plans, objectives, projections, expectations and intentions and other statements identified by words such as “projects,” “may,” “will,” “could,” “would,” “should,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” or similar expressions. These statements are based upon the current beliefs and expectations of the Company’s management and are subject to significant risks and uncertainties, including those detailed in the Company’s filings with the Securities and Exchange Commission. Actual results (including with respect to the litigation matter described herein) may differ significantly from those set forth or implied in the forward-looking statements. These forward-looking statements involve certain risks and uncertainties that are subject to change based on various factors (many of which are beyond the Company’s control). The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

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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: July 17, 2019

HEDGEPATH PHARMACEUTICALS, INC.

By: /s/ Nicholas J. Virca

Name: Nicholas J. Virca

Title: President and CEO