

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Form 3 Holdings Reported.

☒ Form 4 Transactions Reported.

ANNUAL 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

OMB Number: 3235-0362
Estimated average burden
hours per response: 1.0

1. Name and Address of Reporting Person * <u>Hasara Garrison J.</u> <hr/> (Last) (First) (Middle) <u>324 S. HYDE PARK AVENUE, SUITE 350</u> <hr/> (Street) <u>TAMPA FL 33606</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>HedgePath Pharmaceuticals, Inc. [HPPI]</u> <hr/> 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2014</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO and Treasurer</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
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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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(I)	08/06/2014		4A	3,500,000		(2)	(2)	Common Stock	3,500,000	\$0.00	3,500,000	D	
Restricted Stock Units	(I)	08/06/2014		4A	3,500,000		(3)	(3)	Common Stock	3,500,000	\$0.00	3,500,000	D	

Explanation of Responses:

1. Each restricted stock unit represents a right to receive one share of the issuer's common stock.
2. The restricted stock units were issued to the reporting person on August 6, 2014, pursuant to a grant under the issuer's 2014 Equity Incentive Plan. The restricted stock units will vest on the earlier to occur of (i) September 3, 2016 and (ii) the receipt of written notice of acceptance for the filing of an NDA by the issuer for the its patented formulation of the drug itraconazole, known as SUBATM-Itraconazole, in a particular dose formulation for the treatment of human patients with cancer via oral administration.
3. The restricted stock units were issued to the reporting person on August 6, 2014, pursuant to a grant under the issuer's 2014 Equity Incentive Plan. The restricted stock units will vest on September 3, 2017.

Remarks:

/s/ Garrison J. Hasara

02/06/2015

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.