

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Address of Reporting Person * <u>Mayne Pharma Group Ltd</u> (Last) (First) (Middle) <u>LEVEL 14, 474 FLINDERS STREET</u> (Street) <u>MELBOURNE, C3 3000</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HedgePath Pharmaceuticals, Inc. [HPPI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2015		A ⁽¹⁾		33,333,333	A	(1)	121,177,230	I	Footnote ⁽²⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock	\$0.075	05/15/2015		A ⁽¹⁾		33,333,333		(1)	(1)	Common Stock	33,333,333	(1)	43,583,902 ⁽³⁾	I	Footnote ⁽²⁾

1. Name and Address of Reporting Person * <u>Mayne Pharma Group Ltd</u> (Last) (First) (Middle) <u>LEVEL 14, 474 FLINDERS STREET</u> (Street) <u>MELBOURNE, C3 3000</u> (City) (State) (Zip)	1. Name and Address of Reporting Person * <u>Mayne Pharma International Pty Ltd</u> (Last) (First) (Middle) <u>LEVEL 14, 474 FLINDERS STREET</u> (Street) <u>MELBOURNE, C3 3000</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person *

Mayne Pharma Ventures Pty Ltd

(Last) (First) (Middle)

LEVEL 14, 474 FLINDERS STREET

(Street)

MELBOURNE,
VICTORIA

C3

3000

(City)

(State)

(Zip)

Explanation of Responses:

1. On May 15, 2015, Mayne Pharma Ventures Pty Ltd ("Mayne Ventures") and HedgePath Pharmaceuticals, Inc. (the "Issuer") entered into a definitive agreement under which Mayne Ventures will invest \$2,500,000 in the Issuer and will receive 33,333,333 shares of the Issuer's common stock and a warrant to purchase 33,333,333 shares of the Issuer's common stock at a per share exercise price of \$0.075. The warrant may be exercised by Mayne Ventures in whole or in part at any time prior to the fifth anniversary of the issuance date. The funding and closing of the financing is expected to occur within five business days of the date of the agreement.

2. This report is filed jointly by Mayne Pharma Group Ltd ("Mayne Group"), Mayne Pharma International Pty Ltd ("Mayne International") and Mayne Ventures. Mayne Group holds 100% of the issued and outstanding equity securities of Mayne International, and Mayne International holds 100% of the issued and outstanding equity securities of Mayne Ventures. Consequently, Mayne Group and Mayne International beneficially own the securities that are the subject of this report indirectly, but disclaim beneficial ownership of such securities except to the extent of their pecuniary interests therein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, Mayne Ventures is deemed a director by deputation by virtue of its representation on the Board of Directors of the Issuer.

3. Includes (i) a warrant to purchase 10,250,569 shares of the Issuer's common stock issued on June 24, 2014 (and reported on a Form 4 filed on June 26, 2014 by Mayne Ventures) and (ii) the warrant that is being acquired in connection with the transactions covered by this report.

/s/ Mark Cansdale, Secretary

05/19/2015

** 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.

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