

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 Ventures Pty 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. [CBTEQ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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				
Series A Convertible Preferred Stock	(1)	06/24/2014		A		258,363.28		(1)(2)	(3)	Common Stock	87,843,897	(1)	258,363.28	D	
Common Stock Purchase Warrant	\$0.0878	06/24/2014		A		1 ⁽⁴⁾		06/24/2014	06/24/2019	Common Stock	10,250,569	(4)	1 ⁽⁴⁾	D	

Explanation of Responses:

1. On June 24, 2014, the Issuer sold and issued to the Reporting Person an aggregate of 258,363.280 shares of the Issuer's Series A Convertible Preferred Stock ("Preferred Stock") in consideration for the Reporting Person's agreement not to exercise its right to terminate that certain Supply and License Agreement by and between the Issuer and the Reporting Person, as successor-in-interest to Mayne Pharma International Pty Ltd ("Mayne International"), dated as of September 3, 2013, as amended (the "Termination Right"). The Reporting Person is entitled to the number of votes equal to the number of shares of common stock into which each such share of Preferred Stock is convertible. Following August 13, 2014, shares of Preferred Stock will become convertible in the aggregate into 87,843,897 shares of common stock, which represents 35.6% of the total issued and outstanding shares of the Issuer's common stock (on a fully diluted basis) issued and outstanding as of June 24, 2014.
2. The Preferred Stock is not convertible into shares of the Issuer's common stock until after August 13, 2014.
3. The Preferred Stock does not expire.
4. In consideration for the Reporting Person's agreement not to exercise the Termination Right, and in connection with the Reporting Person's acquisition of the Preferred Stock as described in note 1 above and the acquisition by Hedgepath, LLC of 20,000,000 shares of the Issuer's common stock, the Issuer issued to the Reporting Person a Common Stock Purchase Warrant entitling the Reporting Person to subscribe for and purchase up to an aggregate of 10,250,569 shares of the Issuer's common stock at a per share exercise price of \$0.0878 (the "Warrant"). The Warrant may be exercised, in whole or in part, by the Reporting Person at any time prior to June 24, 2019.

Remarks:

Mayne International holds 100% of the issued and outstanding equity securities of the Reporting Person, and Mayne Pharma Group Limited ("Mayne Group") holds 100% of the issued and outstanding equity securities of Mayne International. Consequently, Mayne International and Mayne Group beneficially own the derivative securities indirectly, but disclaim beneficial ownership of such derivative securities except to the extent of their pecuniary interests therein. On the date hereof, Mayne International and Mayne Group are jointly filing a Form 3 reporting their indirect, beneficial ownership of such derivative securities. As a result of its relationship with a director of the Issuer, the Reporting Person has been recognized by the Board of Directors of the Issuer as a director by deputization of the Issuer, and the Board of Directors of the Issuer specifically approved the issuance of the securities to which this report relates before such securities were issued.

/s/ Mark Cansdale, Secretary

06/26/2014

** 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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