

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

FORM 8-K

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

Date of Report (Date of earliest event reported) February 14, 2020

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

Nevada
(State or other jurisdiction of incorporation)

333-206903
(Commission File Number)

27-3425913
(IRS Employer Identification No.)

11 Commerce Drive, 1st Floor, Cranford, NJ 07016
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (908) 967-6677

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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 pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value	CTXR	The Nasdaq Capital Market
Warrants to purchase common stock	CTXRW	The Nasdaq Capital Market

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.

Item 1.01. Entry into a Material Definitive Agreement.

On February 14, 2020, Citius Pharmaceuticals, Inc. ("Citius" or the "Company") entered into a warrant exercise agreement with several existing accredited investors to exercise certain warrants to purchase up to an aggregate of 3,712,218 shares of common stock having an existing exercise price of \$0.77 and 2,586,455 shares of common stock at a reduced exercise price of \$1.02.

Of the warrants being exercised, 3,712,218 shares of common stock issuable upon exercise of such warrants are registered pursuant to a registration statement on Form S-1 (File No. 333-233759), 2,135,923 shares of common stock issuable upon exercise of such warrants are registered pursuant to a registration statement on Form S-1 (File No. 333-230919) and 450,532 shares of common stock issuable upon exercise of such warrants are registered pursuant to a registration statement on Form S-1 (File No. 333-224386). The gross proceeds to the Company from the exercise of the warrants are expected to be approximately \$5.5 million, prior to deducting placement agent fees and estimated offering expenses.

H.C. Wainwright & Co. is acting as the exclusive placement agent for the offering.

In consideration for the immediate exercise of the warrants for cash, the exercising holders will receive new unregistered warrants to purchase shares of common stock in a private placement pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the "1933 Act"). The warrants will be exercisable into an aggregate of up to 6,298,673 shares of common stock, at an exercise price of \$1.02 per share, exercisable commencing six months following the issuance and which have a term of exercise equal to five years.

Citius intends to use the net proceeds from the offering as working capital for general business purposes. The closing of the transaction is expected to take place on February 19, 2020, and is subject to certain closing conditions.

Item 3.02. Unregistered Sales of Equity Securities.

The information in Item 1.01 above is incorporated herein by reference. The new warrants described in Item 1.01 above were offered in a private placement pursuant to an applicable exemption from the registration requirements of the 1933 Act and, along with the shares of common stock issuable upon their exercise, have not been registered under the 1933 Act, and may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from such registration requirements. The securities were offered only to accredited investors. The Company has agreed to file a registration statement with the SEC covering the resale of the shares of common stock issuable upon exercise of the new warrants.

This report shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

SIGNATURE

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.

CITIUS PHARMACEUTICALS, INC.

Date: February 14, 2020

By: /s/ Myron Holubiak
Myron Holubiak
President and Chief Executive Officer