
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) August 8, 2017

**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

(Address of principal executive offices)

07016

(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))

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 8.01. Other Material Information.

On August 8, 2017, Citius Pharmaceuticals, Inc. (the “Company”) announced that it closed its previously announced underwritten public offering. The Company sold an aggregate of 1,648,484 shares of its common stock (the “Common Stock”) and warrants to purchase an additional 1,648,484 shares of Common Stock (“Warrants”) at a combined offering price of \$4.125. In addition, the underwriters partially exercised the over-allotment to purchase an additional 247,272 Warrants. The Warrants have a per share exercise price of \$4.125, are exercisable immediately and will expire five years from the date of issuance. Gross proceeds to the Company from this offering are approximately \$6,800,000 before deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company.

Aegis Capital Corp. acted as the sole book-running manager for the offering and Dawson James Securities, Inc. acted as co-manager for the offering.

The Common Stock and Warrants were offered and sold to the public pursuant to the Company’s Registration Statement on Form S-1 (File No. 333-217956), which was declared effective on August 2, 2017, and a final prospectus filed on August 4, 2017.

On August 8, 2017, the Company issued a press release entitled “Citius Pharmaceuticals, Inc. Announces Closing of Public Offering”. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

Exhibit No.	Description of Exhibit
99.1	Press Release dated August 8, 2017

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: August 8, 2017

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

Citius Pharmaceuticals, Inc. Announces Closing of Public Offering

CRANFORD, NJ, AUGUST 8, 2017 – CITIUS PHARMACEUTICALS, INC. (NASDAQ: CTXR), a specialty pharmaceutical company focused on adjunctive cancer care and critical care drug products, announced today the closing of its previously announced underwritten public offering of 1,648,484 shares of its common stock and warrants to purchase up to an aggregate of 1,648,484 shares of its common stock at a combined offering price of \$4.125. In addition, the underwriters partially exercised the over-allotment to purchase an additional 247,272 warrants. The warrants have a per share exercise price of \$4.125, are exercisable immediately and will expire five years from the date of issuance. Gross proceeds to Citius from this offering are approximately \$6,800,000 before deducting underwriting discounts and commissions and other estimated offering expenses payable by Citius.

Aegis Capital Corp. acted as the sole book-running manager for the offering and Dawson James Securities, Inc. acted as co-manager for the offering.

A registration statement on Form S-1 relating to these securities has been filed with the Securities and Exchange Commission and became effective on August 2, 2017.

The offering will be made only by means of a prospectus. A copy of the prospectus relating to the offering may be obtained by contacting Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY 10019, telephone: 212-813-1010, e-mail: prospectus@aegiscap.com. Investors may also obtain these documents at no cost by visiting the SEC's website at <http://www.sec.gov>. Before you invest, you should read the prospectus and other documents the Company has filed or will file with the Securities and Exchange Commission for more complete information about the Company and the offering.

This press release shall not constitute an offer to sell or the 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 registration or qualification under the securities laws of any such state or jurisdiction.

About Citius Pharmaceuticals, Inc. (Nasdaq: CTXR)

Citius is a specialty pharmaceutical company dedicated to the development and commercialization of critical care products with a focus on anti-infectives, cancer care and unique prescription products using innovative, patented or proprietary formulations of previously approved active pharmaceutical ingredients. We seek to achieve leading market positions by providing therapeutic products that address unmet medical needs. By using previously approved drugs with substantial safety and efficacy data, we seek to reduce the risks associated with pharmaceutical product development and regulatory requirements. We focus on developing products that have intellectual property protection and competitive advantages to existing therapeutic approaches. www.citiuspharma.com

Safe Harbor Disclosure

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve significant risks and uncertainties about Citius, including but not limited to statements with respect to Citius’s planned use of proceeds. Citius may use words such as “may,” “might,” “should,” “anticipate,” “estimate,” “expect,” “projects,” “intends,” “plans,” “believes” and words and terms of similar substance to identify such forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are risks relating to, among other things, whether or not Citius will be able to raise capital, the final terms of the underwritten offering of common stock and warrants, market and other conditions, the satisfaction of customary closing conditions related to the underwritten offering of common stock and warrants, Citius’s business and financial condition, and the impact of general economic, industry or political conditions in the United States or internationally. For additional disclosure regarding these and other risks faced by Citius, see disclosures contained in Citius’s public filings with the SEC, including the “Risk Factors” in the company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2016, and under the heading “Risk Factors” of the prospectus for this offering. You should consider these factors in evaluating the forward-looking statements included in this press release and not place undue reliance on such statements. The forward-looking statements are made as of the date hereof, and Citius undertakes no obligation to update such statements as a result of new information.

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