

# 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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Mazur Leonard L		2. Issuer Name and Ticker or Trading Symbol Citius Pharmaceuticals, Inc. [CTXR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Chairman</b>	
(Last) (First) (Middle) C/O CITIUS PHARMACEUTICALS, INC., 11 COMMERCE DRIVE, 1ST FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 08/08-06:00/2017			
(Street) CRANFORD, NJ 07016		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	08/08-06:00/2017		P		421,400	A	\$ 4.125	1,779,663	D	
Common Stock	08/08-06:00/2017		C		1,547,067	A	\$ 3.09	3,326,730	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: 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 (1)	\$ 4.125	08/08-06:00/2017		P		421,400		02/08-07:00/2018	08/08-06:00/2022	Common Stock	421,400	\$ 0.01	421,400	D	
Convertible Promissory Note (2)	\$ 3.09	08/08-06:00/2017		A		1,547,067		08/08-06:00/2017	12/31-07:00/2017	Common Stock	1,547,067	(2)	1,547,067	D	
Convertible Promissory Note (2)	\$ 3.09	08/08-06:00/2017		C		1,547,067		08/08-06:00/2017	12/31-07:00/2017	Common Stock	1,547,067	(2)	0	D	
Warrant to Purchase Common Stock (3)	\$ 6.15							(2)	06/12-06:00/2019	Common Stock	19,614		19,614	D	
Warrant to Purchase Common Stock (3)	\$ 9.9							(2)	09/30-06:00/2019	Common Stock	3,171		3,171	D	
Warrant to Purchase Common Stock (3)	\$ 9.9							(2)	01/08-07:00/2020	Common Stock	4,984		4,984	D	
Warrant to Purchase Common Stock (3)	\$ 7.5							(2)	08/18-06:00/2020	Common Stock	35,211		35,211	D	
Warrant to Purchase Common Stock (3)	\$ 7.5							(2)	11/02-07:00/2020	Common Stock	20,783		20,783	D	
Warrant to Purchase Common Stock (3)	\$ 7.5							(2)	11/20-07:00/2020	Common Stock	20,664		20,664	D	
Warrant to Purchase Common Stock (3)	\$ 7.5							(2)	01/08-07:00/2021	Common Stock	13,679		13,679	D	

Warrant to Purchase Common Stock <sup>(3)</sup>	\$ 7.5							(2)	03/14-07:00/2021	Common Stock	4,210		4,210	D
Warrant to Purchase Common Stock <sup>(3)</sup>	\$ 6.15							(2)	03/15-06:00/2021	Common Stock	18,106		18,106	D
Options to Purchase Common Stock <sup>(4)</sup>	\$ 6.75							(3)	09/12-06:00/2024	Common Stock	220,000		220,000	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mazur Leonard L C//O CITIUS PHARMACEUTICALS, INC. 11 COMMERCE DRIVE, 1ST FLOOR CRANFORD, NJ 07016	X	X	Executive Chairman	

## Signatures

/s/ Leonard L. Mazur	08/10-06:00/2017
<small>Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* 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).

(1) On August 8, 2017, the Reporting Person purchased a five-year warrant to purchase 421,400 shares of the Company's common stock at an exercise price of \$4.125 per share. The warrant is fully vested and exercisable six months from August 8, 2017.

(2) On August 8, 2017, the Reporting Person converted \$4,710,000 of outstanding convertible promissory notes and accrued interest of \$76,240 into shares of common stock at a conversion price per share of \$3.09, which was 75% of the price per share paid by investors in the Company's public offering that was completed on August 8, 2017 as set forth in the terms of the convertible promissory notes.

(3) The warrant is fully vested and exercisable immediately.

(4) The option vests as to 40% of the shares of the Company's common stock on September 12, 2014 and 15% of the shares on each of September 12, 2015, March 12 and September 12, 2016 and September 12, 2017. The option was issued pursuant to the Company's 2014 Stock Incentive Plan.

### Remarks:

\* All numbers reflect a 1-for-15 reverse stock split on June 9, 2017.

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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