
**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 3.02. Unregistered Sales of Equity Securities

Citius Pharmaceuticals, Inc. (the “*Company*”) previously entered into convertible promissory notes with Leonard Mazur in an aggregate principal amount of \$4,710,000 (the “*Bridge Notes*”). The Bridge Notes bear interest at the “Prime Rate” as published in the Wall Street Journal on the last day of each relevant month plus 1%. The aggregate principal balance of the Bridge Notes is convertible into shares of the Company’s common stock, at the sole discretion of Mr. Mazur, at a conversion price equal to 75% of the price per share paid by investors in the Company’s registered public offering.

On August 8, 2017, the Company closed a registered public offering at an offering price of \$4.125 per share (the “*Offering*”) and Leonard Mazur converted all of the \$4,710,000 of outstanding Bridge Notes and accrued interest of \$76,240 into 1,547,067 shares of common stock at a conversion price per share of \$3.09, equal to 75% of the price per share paid by investors in the Offering.

The Lender, Leonard Mazur, is our Executive Chairman and Secretary and a director of the Company.

The foregoing description is a summary only, does not purport to set forth the complete terms of the Bridge Notes, and is qualified in its entirety by reference to the Form of Bridge Note filed as Exhibit 10.1 to the Company’s Form 10-Q for the fiscal quarter ended March 31, 2017 which is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

Exhibit No.	Description of Exhibit
10.1	Future Advance Convertible Promissory Note dated May 10, 2017 between Leonard Mazur and the Company. (incorporated by reference to Exhibit 10.1 to the Company’s Form 10-Q for the fiscal quarter ended March 31, 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 14, 2017

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