

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response... 0.5

### 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman	
(Last) (First) (Middle) C/O CITIUS PHARMACEUTICALS, INC., 11 COMMERCE DRIVE, 1ST FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 10/06/2020			
(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)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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								10,255,343	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				
Options to Purchase Common Stock (1)	\$ 3.45						(1)	09/13/2027	Common Stock	40,000		40,000	D	
Warrant to Purchase Common Stock (2)	\$ 7.50						(2)	11/02/2020	Common Stock	20,783		20,783	D	
Warrant to Purchase Common Stock (2)	\$ 7.50						(2)	11/20/2020	Common Stock	20,664		20,664	D	
Warrant to Purchase Common Stock (2)	\$ 7.50						(2)	01/08/2021	Common Stock	13,679		13,679	D	
Warrant to Purchase Common Stock (2)	\$ 7.50						(2)	03/14/2021	Common Stock	4,210		4,210	D	

Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 6.15							<a href="#">(2)</a>	03/15/2021	Common Stock	18,106		18,106	D
Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 4.125							<a href="#">(2)</a>	08/08/2022	Common Stock	421,400		421,400	D
Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 4.125							<a href="#">(2)</a>	08/08/2022	Common Stock	11,000		11,000	D
Options to Purchase Common Stock <a href="#">(3)</a>	\$ 6.75							<a href="#">(3)</a>	09/12/2024	Common Stock	220,000		220,000	D
Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 4.63							<a href="#">(2)</a>	06/19/2023	Common Stock	106,553		106,553	D
Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 2.86							<a href="#">(2)</a>	09/29/2023	Common Stock	167,504		167,504	D
Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 1.15							<a href="#">(2)</a>	08/14/2023	Common Stock	3,137,255		3,137,255 <a href="#">(5)</a>	D
Options to Purchase Common Stock <a href="#">(4)</a>	\$ 1.62							<a href="#">(4)</a>	09/04/2028	Common Stock	150,000		150,000	D
Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 1.42							<a href="#">(2)</a>	04/05/2021	Common Stock	1,165,048		1,615,048 <a href="#">(5)</a>	D
Warrant to Purchase Common Stock <a href="#">(2)</a>	\$ 0.77							<a href="#">(2)</a>	09/27/2024	Common Stock	2,234,700		2,234,700 <a href="#">(5)</a>	D
Options to Purchase Common Stock <a href="#">(6)</a>	\$ 0.67							<a href="#">(6)</a>	10/08/2029	Common Stock	175,000		175,000	D
Options to Purchase Common Stock <a href="#">(7)</a>	\$ 1.01	10/06/2020			A	200,000		<a href="#">(7)</a>	10/06/2030	Common Stock	200,000	\$ 0	200,000	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	
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**Signatures**

/s/ Alexander M. Donaldson, by power of attorney		10/08/2020
<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).
- One-third of the shares of the Company's common stock underlying the grant vest on the first anniversary of the vesting commencement date, September 13, 2018. The remaining shares of the
- (1) Company's common stock underlying the grant vest in equal monthly installments at the end of each month for two years following the initial vest, provided the Reporting Person continues to serve as a member of the Company's Board of Directors as of each such vesting date.
  - (2) The warrant is fully vested and exercisable immediately.
  - (3) The option vested 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.
  - (4) One-third of the shares of the Company's common stock underlying the grant vest on each of the one-year, two-year and three-year anniversary of the vesting commencement date, September 4, 2018, provided that the Reporting Person provides continuous services to the Company as of each such vesting date.
  - (5) The purchase price of the warrants was included in the purchase price of the common stock reported in Table 1.
  - (6) The options were granted on October 8, 2019. The options will vest 1/3 on each of the one-year, two-year and three-year anniversary of the Vesting Commencement Date, provided that the Optionee provides Continuous Service to the Company as of each such vesting date.
  - (7) The options were granted on October 6, 2020. The options will vest 1/3 on each of the one-year, two-year and three-year anniversary of the Vesting Commencement Date, provided that the Optionee provides Continuous Service to the Company as of each such vesting date.

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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