

# FORM 4

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

OMB APPROVAL	
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**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* <b>HOLUBIAK MYRON Z</b>		2. Issuer Name and Ticker or Trading Symbol <b>Citius Pharmaceuticals, Inc. [CTXR]</b>		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>President and CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/06/2020</b>		
C/O CITIUS PHARMACEUTICALS, INC., 11 COMMERCE DRIVE, 1ST FLOOR					
(Street)			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
CRANFORD, NJ 07016					
(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								1,992,243	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				
Warrant to Purchase Common Stock (1)	\$ 1.15						(1)	08/14/2023	Common Stock	784,314		784,314 (2)	D	
Options to Purchase Common Stock (3)	\$ 8.10						(3)	10/01/2025	Common Stock	26,667		26,667	D	
Options to Purchase Common Stock (4)	\$ 3.45						(4)	09/13/2027	Common Stock	40,000		40,000	D	
Options to Purchase Common Stock (5)	\$ 1.62						(5)	09/04/2028	Common Stock	150,000		150,000	D	
Warrant to Purchase Common Stock (1)	\$ 1.42						(1)	04/05/2021	Common Stock	129,450		129,450 (2)	D	

Warrant to Purchase Common Stock (1)	\$ 0.77						(1)	09/27/2024	Common Stock	558,597		558,597 (2)	D
Options to Purchase Common Stock (6)	\$ 0.67						(6)	10/08/2029	Common Stock	175,000		175,000	D
Options to Purchase Common Stock (7)	\$ 1.01	10/06/2020		A	200,000		(7)	10/06/2030	Common Stock	200,000	\$ 0	200,000	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLUBIAK MYRON Z C/O CITIUS PHARMACEUTICALS, INC. 11 COMMERCE DRIVE, 1ST FLOOR CRANFORD, NJ 07016	X	X	President and CEO	

## 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).

- (1) The warrant is fully vested and exercisable immediately.
- (2) The purchase price of the warrants was included in the purchase price of the common stock reported in Table I.
- (3) The option granted vested and became exercisable as follows: the option to purchase 2,667 shares of common stock of the Company (the "Common Stock") vested on October 1, 2015, and the balance of the option to purchase shares of Common Stock vested in twelve (12) equal installments commencing on December 31, 2015.
- (4) 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 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.
- (5) 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.
- (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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