

# 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* Webb Carol			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 type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2021					
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)	<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			

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
Options to Purchase Common Stock (1)	\$ 1.69	02/16/2021		A		25,000		(1)	02/16/2031	Common Stock	25,000	\$ 0	25,000	D	
Options to Purchase Common Stock (2)	\$ 1.01							(2)	10/06/2030	Common Stock	35,000		35,000	D	
Options to Purchase Common Stock (3)	\$ 1.39							(3)	07/07/2030	Common Stock	25,000		25,000	D	
Options to Purchase Common Stock (4)	\$ 0.67							(4)	10/08/2029	Common Stock	25,000		25,000	D	
Options to Purchase Common Stock (5)	\$ 1.62							(5)	09/04/2028	Common Stock	15,000		15,000	D	

Options to Purchase Common Stock (6)	\$ 3.45							(6)	09/13/2027	Common Stock	10,000		10,000	D
Options to Purchase Common Stock (7)	\$ 0.015							(7)	03/17/2024	Common Stock	12,071		12,071	D
Options to Purchase Common Stock (8)	\$ 12							(8)	06/23/2026	Common Stock	13,334		13,334	D

## Reporting Owners

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

## Signatures

/s/ Alexander M. Donaldson, by power of attorney		02/18/2021
<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 options will vest in full on February 16, 2022.
  - (2) The options will vest in full on October 6, 2021.
  - (3) The options will vest in full on July 7, 2021.
  - (4) The options will vest in full on October 8, 2020.
  - (5) The options vest in full on September 4, 2019.
  - (6) The options vest in full on September 13, 2018.
  - (7) The options vested in 1/3 increments over a three-year period with the first installment vesting on March 17, 2015.
  - (8) The options vested in full on the first anniversary of the date of grant.

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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