

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

**AMENDMENT NO. 3 TO
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

DELMAR PHARMACEUTICALS, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**WARRANTS TO PURCHASE COMMON STOCK
(Title of Class of Securities)
247078108 (CUSIP Number of Common Stock Underlying Warrants)**

**Jeffrey A. Bacha
Chief Executive Officer and President
Suite 720 -- 999 West Broadway
Vancouver, British Columbia CANADA V5Z 1K5
Phone: (604) 629-5989**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

**WITH A COPY TO:
Gregory Sichenzia, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, New York 10006
(212) 398-1207
Fax: (212) 930-9725**

CALCULATION OF FILING FEE:

Transaction valuation (1)	Amount of filing fee (1)(2)
\$8,183,975	\$1,054.10

- (1) Estimated for purposes of calculating the amount of the filing fee only. An offer to amend and exercise warrants to purchase an aggregate of 9,195,478 shares of common stock (the “**Offer to Amend and Exercise**”), including: outstanding warrants to purchase 9,195,478 shares of the Company’s common stock issued to investors participating in the Company’s private placement financings closed on January 25, 2013, January 31, 2013, February 8, 2013 February 21, 2013, February 28, 2013, March 1, 2013 and March 6, 2013. The transaction value is calculated pursuant to Rule 0-11 using \$.89 per share of common stock, which represents the average of the high and low sales price of the common stock on June 5, 2014.
- (2) Calculated by multiplying the transaction value by .0001288.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,054.10
Form or Registration Number: 005-87181

Filing Party: DelMar Pharmaceuticals, Inc.
Date Filed: June 9, 2014

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer:

The alphabetical subsections used in the Item responses below correspond to the alphabetical subsections of the applicable items of Regulation M-A promulgated under the federal securities laws.

If applicable, check the appropriate box(es) below to designate the appropriate note provision(s):

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 3 (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) on June 9, 2014 (the “Original Schedule TO”), as previously amended by Amendment No. 1 filed with the SEC on June 26, 2014 (“Amendment No. 1”) and Amendment No. 2 filed with the SEC on July 10, 2014 (“Amendment No. 2” and together with the Original Schedule TO and Amendment No. 1, the “Schedule TO”), relating to an offer by DelMar Pharmaceuticals, Inc. (the “Company”) to amend warrants to purchase an aggregate of 9,195,478 shares of common stock issued to investors in the Company’s private placement financings that closed on January 25, 2013, January 31, 2013, February 8, 2013, February 21, 2013, February 28, 2013, March 1, 2013, and March 6, 2013.

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 3 amends and restates only the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 3 should be read in conjunction with the Schedule TO and the related Offering Materials, as the same may be further amended or supplemented hereafter and filed with the SEC.

Item 1. SUMMARY TERM SHEET

Item 4. TERMS OF TRANSACTION

This Amendment No. 3 amends and supplements Items 1 and 4 of this Schedule TO as follows:

Extension of the Offer to Amend and Exercise

The Company is extending the Expiration Date of the Offer to Amend and Exercise until 5:00 p.m. Pacific Time on Friday, August 8, 2014, unless further extended. The Offer had been previously scheduled to expire at 5:00 p.m. Pacific Time on July 28, 2014. Throughout the Schedule TO, the Offer to Amend and Exercise and the other Offering Materials and Acceptance and Exercise Documents, all references to the Expiration Date of the Offer to Amend and Exercise are hereby amended to extend the Expiration Date of the Offer to Amend and Exercise until 5:00 p.m. Pacific Time on August 8, 2014.

On or about July 28, 2014, the Company advised the holders of Investor Warrants of the extension of the Offer to Amend and Exercise by mail and email communications. Copies of the letter and email are attached hereto as Exhibit(a)(1)(H) and Exhibit(a)(1)(I), and are hereby incorporated herein by reference.

Item 12. EXHIBITS.

The following are attached as exhibits to this Schedule TO:

- (a) (1)(A) Letter to Holders of Investor Warrants, as amended on June 26, 2014*
- (1)(B) Offer to Amend and Exercise, as amended on July 10, 2014*
- (1)(C) Form of Election to Participate and Exercise Warrant, as amended on July 10, 2014*
- (1)(D) Form of Notice of Withdrawal, as amended on June 26, 2014*
- (1)(E) Form of Investor Amended Warrant, as amended on June 26, 2014*
- (1)(F) Supplemental Company Information, dated June 26, 2014*
- (1)(G) Supplemental Letter to Holders of Investor Warrants, dated July 10, 2014*
- (1)(H) [Letter to Holders of Investor Warrants, dated July 28, 2014](#)
- (1)(I) Email to Holders of Investor Warrants, dated July 28, 2014
- (5)(A) Annual Report on Form 10-K filed with the SEC on March 10, 2014 containing audited financial statements for the fiscal years ended December 31, 2013 and 2012 and incorporated herein by reference;
- (5)(B) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, as filed with the SEC on May 15, 2014 and incorporated herein by reference.
- (5)(C) Post-Effective Registration Statement on Form S-1 (File No. 333-189337) which registers the resale of the shares of common stock underlying the Investor Warrants (as filed with the SEC on April 17, 2014 and declared effective on April 29, 2014 and incorporated herein by reference)
- (5)(D) Current Report on Form 8-K, as filed with the SEC on July 23, 2014 and incorporated herein by reference)
- (d) (1) Investment Banking Agreement, dated August 15, 2013 by and between the Company and National Securities Corporation (“Original Investment Banking Agreement”) certain terms of which were extended on May 8, 2014.*
- (2) Investment Banking Engagement Agreement extending certain terms of Original Investment Banking Agreement, dated May 8, 2014.*
- (3) Registration Rights Agreement (incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K, as filed with the SEC on January 31, 2013).
- (g) None.
- (h) None.

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DELMAR PHARMACEUTICALS, INC.

Date: July 28 , 2014

By: /s/ Jeffrey A. Bacha
Jeffrey A. Bacha
Chief Executive Officer and President
(Principal Executive Officer)

July 28, 2014

DELMAR PHARMACEUTICALS, INC.

To the Holders of the Investor Warrants

Please note that we have decided to extend the expiration date for our pending offer to amend and exercise the warrants issued as part of our private placement financings closed on January 25, 2013, January 31, 2013, February 8, 2013, February 21, 2013, February 28, 2013, March 1, 2013, and March 6, 2013 (the "Investor Warrants"), pursuant to which the Investor Warrants will be amended (the "Offer to Amend and Exercise"). All terms used herein shall have the same meaning as the Offer to Amend and Exercise, as amended to date.

The Offer to Amend and Exercise, which was previously scheduled to expire today, Monday, July 28th, 2014 at 5:00 p.m. Pacific Time, will now remain open until **Friday, August 8, 2014 at 5:00 p.m. Pacific Time**.

In order to participate in the Offer to Amend and Exercise, your acceptance and exercise documents must be submitted and received by us by this new deadline. Any withdrawals of previous elections must also be submitted and received by us by this time. If you have already submitted your election form, unless you wish to withdraw, no further action is necessary.

As of 2:00 p.m. Pacific Time on Monday, July 28, 2014, approximately 4,397,862 Investor Warrants had been amended and exercised by their Holders pursuant to the Offer to Amend and Exercise.

The Offer to Amend and Exercise is subject to the terms and conditions described in the offering materials, and we urge you to read the Offer to Amend and Exercise and the other documents governing the Offer to Amend and Exercise. If you have any questions, need assistance or require additional copies of any of the offering materials please contact the Company at:

DelMar Pharmaceuticals, Inc.
Suite 720 -- 999 West Broadway
Vancouver, B.C. CANADA V5Z 1K5
Attention: Corporate Secretary
(604) 629-5989

As always, thank you for your continued commitment and support.

/s/ Jeffrey A. Bacha

DelMar Pharmaceuticals, Inc.
Jeffrey A. Bacha
Chief Executive Officer and President

Dear DelMar Warrantholders,

I'm writing to update you briefly about DelMar's current warrant tender offer to amend and exercise certain warrants, as described in our Tender Offer Statement filed with the Securities and Exchange Commission.

First, I'd like to say thank you to all who have elected to accept the offer and have already exercised your warrants. Second, I would like to call your attention to the letter attached to this email discussing in further detail the extension of the offer expiration date **to August 8, 2014, at 5:00 p.m. Pacific Time.**

This extension will allow us to complete certain administrative steps associated with closing as well as to accommodate the needs of certain investors who have communicated plans to accept the offer, but require more time to process documents and deliver funds.

If you have not yet chosen to do so, but remain interested, please do turn your attention to it and complete the documents and remit at your earliest convenience. At this time, we have no plans to extend the expiration date further.

As previously disclosed, we believe DelMar has shown continued progress in the clinical development of our lead compound, VAL-083, which is currently undergoing human clinical trials as a potential new treatment for refractory glioblastoma.

We thank you for your continued support and interest in our company. Please contact me or our Chief Financial Officer Mr. Scott Prail with any questions on this matter.

Best regards,
--Jeffrey Bacha

Jeffrey A. Bacha, B.Sc., M.B.A.
President & C.E.O.
DelMar Pharmaceuticals, Inc.
ph - 604 317 7022
fx - 604 608 5685
www.delmarpharma.com
(OTCQB: DMPI)

Important Information *The information in this correspondence is for informational purposes only, and the foregoing reference to the tender offer shall not constitute an offer to buy, exchange or amend securities or constitute the solicitation of an offer to sell, exchange or amend any of the Company's securities. The Company filed a tender offer statement on Schedule TO and the offering materials related to the tender offer, including the Offer to Amend and Exercise, the Election to Participate and Exercise Warrant, forms of Amended Warrants and Notice of Withdrawal, with the SEC. These documents, as amended through the date of this correspondence, contain important information that should be read carefully and considered before any decision is made with respect to the tender offer. These documents may be obtained free of charge at the SEC's website at www.sec.gov. In addition, these documents (and all other materials filed by the Company with the SEC) may be obtained at no charge by directing a request to DelMar Pharmaceuticals, Inc. Suite 720, 999 West Broadway, Vancouver, British Columbia Canada V5Z 1K.*

Forward Looking Statements *All statements in this correspondence that are not statements of historical fact are forward-looking statements. These statements, include, but are not limited to, statements regarding the potential benefits and future uses of the Company's science and technology, the Company's plan to release scientific data its VAL-083 program and the Company's future business plans and opportunities. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties. The various risks and uncertainties that could cause the Company's actual future results to differ materially from current expectations include, but are not limited to, those risks and uncertainties relating to the Company's ability to develop, market and sell products based on its science and technology; the expected benefits and efficacy of the Company's products and technology; the availability of substantial additional funding for the Company to continue its operations and to conduct research and development, clinical studies and future product commercialization; and the Company's failure to achieve its business, research, product development, regulatory approval, marketing and distribution plans and strategies. These and other factors are identified and described in more detail in the Company's filings with the SEC, including its Tender Offer Statement on Schedule TO, filed with the SEC on June 9, 2014, as amended on June 26, 2014, July 10, 2014 and July 28, 2014. These forward-looking statements are made as of the date of this correspondence, and the Company does not undertake an obligation to update these forward-looking statements after such date.*

