

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

**AMENDMENT NO. 4 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
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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:
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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.

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)

Explanatory Note

This Amendment No. 4 (this “Amendment No. 4”) 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”), Amendment No. 2 filed with the SEC on July 10, 2014 (“Amendment No. 2”) and Amendment No. 3 filed with the SEC on July 28, 2014 (“Amendment No. 3”, and together with the Original Schedule TO, Amendment No. 1, Amendment No. 2 and Amendment No. 3, the “Schedule TO”), relating to an offer by DelMar Pharmaceuticals, Inc. (the “Company”) to amend certain warrants (the “Investor Warrants”) held by 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. 4 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. 4 should be read in conjunction with the Schedule TO and all exhibits thereto, as the same may be further amended or supplemented hereafter and filed with the SEC.

Item 4. TERMS OF TRANSACTION

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following:

The Offer to Amend and Exercise expired at 5:00 p.m. Pacific Time on August 8, 2014. Pursuant to the Offer to Amend and Exercise, an aggregate of 762,227 Investor Warrants were tendered by their holders and were amended and exercised in connection therewith for aggregate gross proceeds to the Company of approximately \$495,448. Such tendered Investor Warrants represent approximately 8.29 % of the Company's outstanding Investor Warrants as of June 6, 2014.

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: August 12, 2014

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

