

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 31, 2014

DELMAR PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Nevada

000-54801

99-0360497

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification Number)

Suite 720-999 West Broadway
Vancouver, British Columbia
Canada V5Z 1K5

(Address of principal executive offices) (zip code)

(604) 629-5989

(Registrant's telephone number, including area code)

Copies to:

Gregory Sichenzia, Esq.

Jeff Cahlon, Esq.

Sichenzia Ross Friedman Ference LLP

61 Broadway

New York, New York 10006

Phone: (212) 930-9700

Fax: (212) 930-9725

(Former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

Effective October 31, 2014, DelMar Pharmaceuticals, Inc. (the “Company”) entered into election to exercise warrants agreements (the “Investor Warrant Amendments”) with certain holders of warrants to purchase shares of common stock issued to investors (the “Investor Warrants”), pursuant to which the Company reduced the exercise price from \$0.80 to \$0.65 per share for 1,136,347 Investor Warrants, and in accordance with the agreements, the holders of such Investor Warrants exercised the Investor Warrants for cash at the foregoing reduced exercise price, such that the Company received aggregate gross proceeds from such exercises of \$738,626. Previously, in September 2014, pursuant to election to exercise warrant agreements, the Company reduced the exercise price from \$0.80 to \$0.65 of 87,500 Investor Warrants, and the holders of such Investor Warrants exercised such Investor Warrants for cash in accordance with such agreements, such that the Company received aggregate gross proceeds of \$56,875 from such exercises.

Effective October 31, 2014, the Company entered into amendments (the “Dividend Warrant Amendments”) with holders of warrants to purchase common stock issued as a dividend to stockholders on January 24, 2013 (the “Dividend Warrants”). Pursuant to the Dividend Warrant Amendments, 3,250,007 Dividend Warrants were amended to remove the provision requiring the Company to net cash settle the Dividend Warrants in the event the Company fails to timely deliver shares of common stock upon exercise, and to remove the Company’s right to redeem the Dividend Warrants.

The foregoing descriptions of the Investor Warrant Amendments and the Dividend Warrant Amendments are qualified in their entirety by reference to the full text of the forms of the Investor Warrant Amendments and the Dividend Warrant Amendments, copies of which are attached as exhibits to this Current Report on Form 8-K and which are incorporated herein by reference.

In connection with the foregoing, the Company relied upon the exemption from securities registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

Item 3.02 Unregistered Sales of Equity Securities.

The information provided in response to Item 1.01 of this report is incorporated by reference into this Item 3.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Investor Warrant Amendment
10.2	Form of Dividend Warrant Amendment

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DELMAR PHARMACEUTICALS, INC.

Dated: November 6, 2014

By: /s/ Jeffrey Bacha
Name: Jeffrey Bacha
Title: Chief Executive Officer

ELECTION TO EXERCISE WARRANTS

October 31, 2014

DelMar Pharmaceuticals, Inc.
Suite 720 - 999 West Broadway
Vancouver, British Columbia CANADA V5Z 1K5
Attn: Corporate Secretary
Fax. No. 604.608.5685

Reference is made to the Warrant to purchase _____ shares of the Common Stock of DelMar Pharmaceuticals, Inc. which was issued to me on _____ (the "Investor Warrant"). I hereby agree and elect to exercise for cash as set forth below some or all of all of the Investor Warrants at the reduced exercise price of \$0.65 per share as set forth in Table 1 below. The securities being offered pursuant to this Election to Exercise Warrants are being offered pursuant to exemptions provided by Section 4(2) of the Securities Act of 1933, as amended and Regulation D thereunder.

TABLE 1
NUMBER OF INVESTOR WARRANTS TO BE EXERCISED

Table with 2 columns: A (Number of "Investor Warrants" Being Exercised) and B (Exercise Price Per Share). Value in B is \$0.65.

EXERCISE PRICE AND STOCK CERTIFICATES

The undersigned hereby irrevocably elects to exercise and to purchase the number of shares of DelMar Pharmaceuticals, Inc. common stock issuable upon exercise of Investor Warrants listed in Table 1 above and delivery of:

\$_____ (in cash, which is the product of \$.65 per share multiplied by the number of Investor Warrants being exercised hereunder as set forth in Table 1 above).

The undersigned requests that certificates for such shares be issued in the name of:

(Please print name, address and social security or federal employer identification number (if applicable))

If the shares issuable upon this exercise are not all of the shares issuable for all of the holder's Investor Warrants, the undersigned requests that a new Warrant evidencing the rights not so exercised (which Investor Warrants shall continue to have an exercise price of \$0.80 per share) be issued in the name of and delivered to:

(Please print name, address and social security or federal employer identification number (if applicable))

Name of Holder (print): _____

Signature: _____

Title: _____

Dated: _____

ACKNOWLEDGMENTS AND REPRESENTATIONS AND WARRANTIES

I understand and acknowledge that:

(1) To exercise the Investor Warrants at the reduced exercise price of \$.65 per share, I must comply with the “**Instructions for Delivery**” (attached hereto).

(2) I hereby agree and acknowledge that upon the Company’s acceptance of this Election to Exercise Warrants as evidenced by the Company’s acknowledging and returning a countersigned copy of this Election to Exercise Warrants my Investor Warrants described in Table 1 above shall be deemed automatically amended as applicable to give effect to the exercise of the Investor Warrants pursuant to this Election to Exercise Warrants, without any further action or signature required by me or the Company. Until the acceptance by the Company of the payment for the exercise price for the Investor Warrant being exercised, such funds will be placed into a separate non-interest bearing account until the earlier of acceptance of this Election to Exercise Warrants or October 30, 2014 (the “Expiration Date”). If the Company has not accepted this Election to Exercise Warrants by the Expiration Date, it shall return the proceeds for the exercise price of the Investor Warrants to the holder of such Warrant.

(3) I understand that by executing this Election to Exercise Warrants, I am automatically, irrevocably and contemporaneously exercising my Investor Warrants and thereafter such Investor Warrants will be null and void.

(4) If I have decided to exercise less than my total number of Investor Warrants, the Company will send me a new Investor Warrant which shall be on the same form, including the original exercise price, as the original Investor Warrants issued to me in connection with the private offering (the “Private Placement”) of Common Stock pursuant to the certain Private Placement Memorandum dated January 4, 2013 for the amount of Investor Warrants I excluded from this Election to Exercise Warrants.

(5) The Company has advised me to consult with my own legal, tax and accounting advisors as to the consequences of exercising my Investor Warrants.

(6) I have accurately completed and executed the Accredited Investor Questionnaire and understand that the Company will not accept any Election to Exercise Warrants from or on behalf of any Investor Warrant holders if the Company determines that a valid securities exception is not available for the exercise of the Investor Warrants at the reduced exercise price under the Securities Act of 1933, as amended.

(7) All authority herein conferred or agreed to be conferred shall not be affected by, and shall survive, my death or incapacity, and all of my obligations hereunder shall be binding upon my heirs, personal representatives, successors and assigns and my election to exercise my Investor Warrants is irrevocable.

(8) Upon request, I will execute and deliver any additional documents deemed by the Company to be necessary or desirable to complete the amendment and exercise of the Investor Warrants pursuant to this Election to Exercise Warrants.

(9) I acknowledge that neither the Securities Exchange Commission nor any state securities commission has approved or disapproved of the transactions contemplated herein, passed up on the merits or fairness of the transaction; or passed upon the adequacy or accuracy of the disclosure in this document.

(10) I acknowledge that the Investor Warrants and the shares of common stock issuable upon exercise of the Investor Warrants, as amended hereby, are “restricted securities” and may not be sold by the holder absent a registration statement covering the resale of the shares or an exemption from the registration requirement. I further acknowledge that there is no established trading market for the Investor Warrants and we do not intend to list the Investor Warrants for trading on any exchange or market.

I hereby represent and warrant that:

(1) I have the full power and authority to execute, deliver and perform any obligations hereunder and that, when and to the extent the Investor Warrants are accepted for exercise by the Company, the Investor Warrants will be free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or transfer thereof and the Investor Warrants will not be subject to any adverse claims.

(2) I either alone or with my purchaser representative have such knowledge and experience in financial and business matters that I am capable of evaluating the merits and risks of investment in the warrants shares issuable upon the exercise of the Investor Warrants.

(3) I have had the opportunity to review the current business prospects, financial condition and operating history of the Company as set forth in the filings that the Company has made with the Securities and Exchange Commission, including, but not limited to, the Company's Annual Report on form 10-K for the year ended December 31, 2013 and the Company's Report on form 10-KT for the period ended June 30, 2014; and

(4) I have had the opportunity to ask questions and receive answers from the Company regarding the terms and conditions pertaining to my execution of this Election to Exercise Warrants and I have received all the information I consider necessary or appropriate for deciding whether to exercise my Investor Warrant.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

If you execute the election above to exercise your Investor Warrants and return this signature page, your Investor Warrants will be deemed amended and exercised in accordance with the terms and conditions of the this Election to Exercise Warrants. Any portion of the Investor Warrants that are not exercised shall continue to be exercisable upon the terms and conditions, including the exercise price, of the original Investor Warrants issued to the undersigned holder in connection with the Private Placement.

You must complete and sign the following exactly as your name appears on your Investor Warrants. If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact or another person acting in a fiduciary or representative capacity, please set forth the signatory's full title and include with this Election to Participate and Exercise Warrants proper evidence of the authority of such person to act in such capacity.

Date: October 31, 2014

By: _____
Signature

(Print name):

(Title, if applicable)

Address:

Telephone:

Fax:

Tax ID/SSN:

AGREED AND ACCEPTED:

DelMar Pharmaceuticals, Inc.

By: _____
Jeffrey Bacha
President and CEO

INSTRUCTIONS FOR DELIVERY

To affect your acceptance of the Election to Warrants you must:

- (1) Complete, sign and return this Election to Exercise Warrants.
- (2) Tender your Investor Warrants for each Investor Warrant to be exercised.
- (3) Complete, sign and return the Accredited Investor Questionnaire (attached hereto).
- (4) Pay the exercise price applicable to your Investor Warrant (\$0.65 x number of shares to be exercised) by check or by wire transfer pursuant to the wire transfer instructions set forth below.

The Election to Exercise Warrants Investor Warrants, Accredited Investor Questionnaire along with the exercise price must be received at the address below, on or before October 30, 2014, but may be extended by the Company in its sole discretion.

ADDRESS FOR

EXECTUED DOCUMENTS: DelMar Pharmaceuticals, Inc.
Suite 720 -- 999 West Broadway
Vancouver, British Columbia CANADA V5Z1K5
Attn: Corporate Secretary
Tel. No. (604) 629-5989
Fax No. (604) 608-5685

CHECKS PAYABLE TO:

**WIRE TRANSFER
INSTRUCTIONS FOR
EXERCISE OF
WARRANTS:**

Delivery to an address other than as set forth above will not constitute a valid delivery.

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ACCREDITED INVESTOR QUESTIONNAIRE

The undersigned understands that the purpose of this Questionnaire is to permit DelMar Pharmaceuticals, Inc. (“**DelMar**”) to determine whether the undersigned is an “accredited investor” as such term is defined in Rule 501(a) promulgated under the Securities Act of 1933, as amended (the “**Act**”). The undersigned represents to you that (i) the information contained herein is complete and accurate and may be relied upon by DelMar, and (ii) the undersigned will notify DelMar immediately of any change in any of such information.

All information furnished is for the sole use of DelMar and its counsel and will be held in confidence by DelMar and its counsel, except that this Questionnaire may be furnished to such parties as DelMar deems desirable to establish compliance with federal or state securities laws.

A. For Individuals:

The undersigned individual is an “Accredited Investor” for one or more of the following reasons (check all that apply):

- The undersigned is an individual (not a partnership, corporation, etc.) whose individual net worth, or joint net worth with his or her spouse, presently exceeds \$1,000,000. For purposes of the foregoing, “net worth” shall be deemed to include all of your assets, liquid or illiquid (including such items as furnishings, automobile and restricted securities, but excluding the value of your primary residence) minus any liabilities (including such items as loans and other debts and liabilities, but excluding any mortgage on your primary residence to the extent that it does not exceed the fair market value of such residence).
- The undersigned is an individual (not a partnership, corporation, etc.) who had (i) an individual income in excess of \$200,000 or (ii) joint income together with their spouse in excess of \$300,000, in each of the two most recent years and reasonably expect to reach the same income level in the current year. For purposes of the foregoing, “income” is not limited to “adjusted gross income” as that term is defined for federal income tax purposes, but rather includes certain items of income which are deducted in computing “adjusted gross income”. For investors who are salaried employees, the gross salary of such investor, minus any significant expenses personally incurred by such investor in connection with earning the salary, plus any income from any other source including unearned income, is a fair measure of “income” for purposes of this question. For investors who are self-employed, “income” is generally construed to mean total revenues received during the calendar year minus significant expenses incurred in connection with earning such revenues.
- The undersigned is a director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer.
- The undersigned individual is not an “Accredited Investor” because none of the above apply.

B. For Entities:

The undersigned is an “Accredited Investor” because the undersigned falls within at least one of the following categories (Check all appropriate lines):

- (i) a bank as defined in Section 3(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”) or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity;
- (ii) a broker-dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended;
- (iii) an insurance company as defined in Section 2(a)(13) of the Act;
- (iv) an investment company registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”) or a business development company as defined in Section 2(a)(48) of the Investment Act;
- (v) a Small Business Investment Company licensed by the U.S. Small Business Investment Act of 1958, as amended;
- (vi) a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, where such plan has total assets in excess of \$5,000,000;
- (vii) an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended (the “Employee Act”), where the investment decision is made by a plan fiduciary, as defined in Section 3(21) of the Employee Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or an employee benefit plan that has total assets in excess of \$5,000,000 or a self-directed plan the investment decisions of which are made solely by persons that are accredited investors.
- (viii) a private business development company, as defined in Section 202(a)(22) of the Investment Advisers Act of 1940 as amended;
- (ix) an organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- (x) a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a “sophisticated” person, who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the prospective investment;
- (xi) an entity in which all of the equity investors are persons or entities described above.
- The undersigned is an entity all the equity owners of which are “accredited investors” within one or more of the above categories. If relying upon this Category alone, each equity owner must complete a separate copy of this Questionnaire. (Describe the entity below).
- The undersigned entity is not an “Accredited Investor” because none of the above apply.

The foregoing representations are true and accurate as of the date hereof.

Dated: October 31, 2014

Name of Investor

Signature

Printed Name

Title (if applicable)

Name of joint investor or other person whose signature is required

Signature

Title (if applicable)

AMENDMENT NO. 1 TO WARRANT TO PURCHASE COMMON STOCK

This Amendment No. 1 to Warrant to Purchase Common Stock (this “Amendment”), dated as of October 31, 2014, is entered into by and among DelMar Pharmaceuticals, Inc., a Nevada corporation (the “Company”), and _____ (the “Holder”) who hereby confirms the ownership of _____ warrants which have been properly issued or transferred to the Holder in accordance with the terms of the Warrant.

WITNESSETH:

WHEREAS, on January 24, 2013, the Company issued a warrant to purchase common stock to the Holder (the “Warrant”);

WHEREAS, the Company and the Holder desire to amend the Warrant as more particularly set forth below;

NOW, THEREFORE, in consideration of the covenants and mutual promises contained herein and other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged and intending to be legally bound hereby, the parties agree as follows:

1. The following sentence shall be added at the end of Section 1(a):

For the avoidance of doubt, in the event the Company does not have an effective registration statement there is no circumstance that would require the Company to net cash settle the Warrants.

2. Section 1(b)(iv) of the Warrant shall be deleted in its entirety and replaced by the following which shall be inserted in lieu thereof:

Reserved.

3. Section 4 of the Warrant shall be deleted in its entirety and replaced by the following which shall be inserted in lieu thereof:

Reserved.

4. Except as modified herein, the terms of the Warrant shall remain in full force and effect.

5. This Amendment may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and shall be binding upon all parties, their successors and assigns, and all of which taken together shall constitute one and the same Amendment. A signature delivered by facsimile shall constitute an original.

[Signature Page Follows]

[SIGNATURE PAGE TO AMENDMENT TO WARRANT TO PURCHASE COMMON STOCK]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date set forth above.

DELMAR PHARMACEUTICALS, INC.

By: _____
Name:
Title:

HOLDER:
