
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): January 8, 2015

DELMAR PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction
of Incorporation)

000-54801

(Commission File Number)

99-0360497

(I.R.S. Employer
Identification Number)

Suite 720-999 West Broadway
Vancouver, British Columbia
Canada V5Z 1K5
(Address of principal executive offices)

(604) 629-5989
(Registrant's telephone number, including area code)

Copies to:
Gregory Sichenzia, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway
New York, New York 10006
Phone: (212) 930-9700
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(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 3.02. Unregistered Sales of Equity Securities.

The response to this item is included in Item 8.01, Other Events, and is incorporated herein in its entirety.

Item 3.03. Material Modification to Rights of Security Holders.

The response to this item is included in Item 8.01, Other Events, and is incorporated herein in its entirety.

Item 8.01. Other Events.

On January 8, 2015 DelMar Pharmaceuticals, Inc., a Nevada corporation (the “Company”), issued a press release announcing its offer to exchange any and all outstanding warrants to purchase common stock issued in connection with its 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 (the “Warrants”), for shares of common stock, at a rate of one (1) share of common stock for every three (3) Warrants that are tendered (the “Offer”). The Company has filed an offer to exchange relating to the Offer.

The issuance of shares of common stock in the warrant exchanges pursuant to the Offer will be made pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), provided by Section 3(a)(9) of the Securities Act. No proceeds have been or will be received and no commissions have been or will be paid by the Company in connection with the Offer.

The press release is attached hereto as Exhibit 99.1 hereto and incorporated herein by reference.

Important Information

This report and the description contained herein are for informational purposes only and are not an offer to purchase or a solicitation of an offer to sell securities of the Company. The exchange offer described herein has not yet been commenced. If and when the exchange offer is commenced, the Company intends to file a tender offer statement on a Schedule TO containing an offer to exchange, a letter of transmittal and other related documents with the Securities and Exchange Commission (the “SEC”). Such documents will be mailed to Warrant holders of record and will also be made available for distribution to all owners of Warrants. The solicitation of offers to exchange Warrants for shares of Common Stock will only be made pursuant to the offer to exchange, the letter of transmittal and related documents. Warrant holders are advised to read the offer to exchange, the letter of transmittal and all related documents when such documents are filed and become available, as they will contain important information about the exchange offer and proposed Warrant exchange. Security holders can obtain these documents when they are filed and become available free of charge from the SEC’s website at www.sec.gov. In addition, copies of these documents and other filings containing information about the Company may be obtained, if and when available, without charge, by directing a request to DelMar Pharmaceuticals, Suite 720-999 West Broadway, Vancouver, British Columbia, Canada V5Z 1K5, phone number (604) 629-5989. These filings may also be obtained through our website located at <http://www.delmarpharma.com>.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated January 8, 2015.

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: January 8, 2015

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



DelMar Pharmaceuticals Commences Offer to Exchange Common Stock for Outstanding Warrants

VANCOUVER, British Columbia, and MENLO PARK, Calif./PR Newswire/ January 8, 2015 -- DelMar Pharmaceuticals, Inc. (OTCQX: DMPI) ("DelMar" and the "Company", "we" or "our") today announced that it has commenced an offer to exchange ("Offer to Exchange") new shares of the Company's common stock ("Shares") for outstanding Company warrants to purchase up to 5,964,738 shares of common stock (the "Warrants") (at a ratio of one Share for every three Warrants tendered). In the event that all of the Warrants are exchanged, the Company shall issue 1,988,246 new shares of common stock.

The Offer to Exchange commenced today and will expire, unless extended, at 5:00 p.m., Pacific Standard Time, on February 9, 2015. Tenders of Warrants must be made prior to the expiration of the Offer to Exchange and may be withdrawn at any time prior to the expiration of the Offer to Exchange.

The primary purpose of the Offer to Exchange is to reduce DelMar's "derivative warrant liability" as part of the Company's strategy to build sufficient stockholders equity in partial fulfillment of the requirements to up-list its common stock to a national securities exchange – such as NASDAQ or NYSE. Many institutional investors and retail brokers looking to build a position in DelMar's stock cannot buy OTCQX stocks.

The Company originally issued 13,125,002 Warrants as part of a series of 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. To December 31, 2014 5,915,598 Warrants have been exercised for total gross cash proceeds of approximately \$3.9M. In addition, as of December 31, 2014 certain warrant holders had exchanged 1,244,666 Warrants for 414,889 new shares of common stock leaving a total of 5,964,738 Warrants to be included in the Offer to Exchange. The Offer to Exchange is not conditioned on the tender of any minimum number of additional Warrants being exchanged. The Offer to Exchange is, however, subject to certain customary conditions.

DelMar will exchange all Warrants properly tendered and not properly withdrawn prior to the expiration of the Offer to Exchange, subject to proration, as specified in the Offer to Exchange Letter that was filed with the U.S. Securities and Exchange Commission and is being distributed to Warrant holders.

None of the Company, its board of directors, officers or employees makes any recommendations to Warrant holders as to whether to tender or refrain from tendering their Warrants pursuant to the Offer to Exchange Letter. Warrant holders must decide how many Warrants they will tender, if any.

The Offer to Exchange, Letter of Transmittal and related documents are being mailed to Warrant holders of record.

Additional Information

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell securities. The Offer to Exchange described above is made only pursuant to a Tender Offer Statement on Schedule TO and related exhibits, including the Offer to Exchange Letter, Letter of Transmittal and other related documents, filed with the SEC. Warrant holders should read the Tender Offer Statement on Schedule TO, Offer to Exchange Letter, Letter of Transmittal and related exhibits, as they contain important information about the Offer to Exchange. Warrant holders can obtain these documents free of charge from the SEC's website at www.sec.gov, or by directing a request to the Company at DelMar Pharmaceuticals, Inc., Suite 720-999 West Broadway, Vancouver, British Columbia, Canada V5Z 1K5, Attention: Corporate Secretary.

About DelMar Pharmaceuticals, Inc.

DelMar Pharmaceuticals, Inc. was founded to develop and commercialize proven cancer therapies in new orphan drug indications where patients are failing or have become intolerable to modern targeted or biologic treatments. The Company's lead drug in development, VAL-083, is currently undergoing clinical trials in the U.S. as a potential treatment for refractory glioblastoma multiforme. VAL-083 has been extensively studied by U.S. National Cancer Institute, and is currently approved for the treatment of chronic myelogenous leukemia (CML) and lung cancer in China. Published pre-clinical and clinical data suggest that VAL-083 may be active against a range of tumor types via a novel mechanism of action that could provide improved treatment options for patients.

For more information, please visit www.delmarpharma.com or follow us on Twitter @delmarpharma or Facebook.com/delmarpharma. contact **Jeffrey A. Bacha, President & CEO (604) 629-5989** or **Amato and Partners, LLC Investor Relations, admin@amatoandpartners.com**

Safe Harbor Statement

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties. The factors that could cause actual future results to differ materially from current expectations include, but are not limited to, risks and uncertainties relating to the Company's ability to develop, market and sell products based on its 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 business, research, product development, regulatory approval, marketing and distribution plans and strategies. These and other factors are identified and described in more detail in our filings with the SEC, including, our current reports on Form 8-K. We do not undertake to update these forward-looking statements made by us.