Benjamin Jeffrey S Form 4 January 25, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

Expires:

burden hours per response...

0.5

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obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Benjamin Jeffrey S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

VP of Finance

RITTER PHARMACEUTICALS INC [RTTR]

Director 10% Owner

3. Date of Earliest Transaction

(Month/Day/Year) 01/23/2018

X_ Officer (give title Other (specify below)

RITTER PHARMACEUTICALS, INC., 1801 CENTURY PARK EAST, #1820

(First)

(Last)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

LOS ANGELES,, CA 90067

(State)

(Street)

(Zip)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (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)

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1. Title of	2.	3. Transaction Date		4.	5. Number of	6. Date Exercisable and		7. Title and Amou		
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Da or D)			Underlying Securi (Instr. 3 and 4)	
				Code V	/ (A) (D) Date Exercisabl	Expiration e Date	Title	Amo Nun Shai	
Non-qualified Stock Option (right to buy)	\$ 0.34	01/23/2018		A	124,000	<u>(1)</u>	01/23/2028	Common Stock	124	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Benjamin Jeffrey S RITTER PHARMACEUTICALS, INC. 1801 CENTURY PARK EAST, #1820 LOS ANGELES,, CA 90067

VP of Finance

Signatures

/s/Andrew J. Ritter, attorney-in-fact

01/25/2018

**Signature of Reporting Person Date

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).

25% of the shares underlying the option were vested as of the grant date. The remaining 75% of the shares underlying the option will vest in 36 equal monthly installments beginning on February 23, 2018 with the balance vesting on the 23rd day of each calendar month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2