

# FORM 4

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

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>FOEHR MATTHEW W</b>			2. Issuer Name and Ticker or Trading Symbol <b>RITTER PHARMACEUTICALS INC [RTTR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/21/2020</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
RITTER PHARMACEUTICALS, INC., 1880 CENTURY PARK EAST, SUITE 1000								
(Street) <b>LOS ANGELES, CA 90067</b>			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/21/2020		C		76,923 <a href="#">(1)</a>	A	\$ 0	100,174	D	
Common Stock	04/10/2020		A		38,461 <a href="#">(2)</a>	A	\$ 0	138,635	D	

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series B convertible preferred stock	\$ 1.3	01/21/2020		C		100	<a href="#">(1)</a>	<a href="#">(1)</a>	<a href="#">(1)</a>	Common Stock	76,923	\$ 0	0	D	
Warrant Shares (right to buy)	\$ 1.3	04/10/2020		D		38,461	<a href="#">(2)</a>	11/05/2018	11/05/2023	Common Stock	38,461	<a href="#">(2)</a>	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOEHR MATTHEW W RITTER PHARMACEUTICALS, INC. 1880 CENTURY PARK EAST, SUITE 1000 LOS ANGELES, CA 90067	X			

## Signatures

/s/ Andrew J. Ritter attorney-in-fact		04/23/2020
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).

- (1) The Reporting Person converted 100 shares of Series B convertible preferred stock on January 21, 2020, at a conversion price of \$1.30 per share, resulting in his acquisition of 76,923 shares of common stock. The Series B convertible preferred stock had a stated value of \$1,000 per share, was convertible at any time, and had no expiration date.
- (2) The Reporting Person disposed of warrants to purchase 38,461 shares of the Issuer's common stock in exchange for 38,461 shares of the Issuer's common stock pursuant to an exchange agreement with the Issuer in reliance on Section 3(a)(9) of the Securities Act of 1933, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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