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

SCHEDULE 14A

(Rule 14a-101)
**INFORMATION REQUIRED IN
PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant To Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Ritter Pharmaceuticals, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the Appropriate Box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____
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***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 3, 2016.**

RITTER PHARMACEUTICALS, INC.

RITTER PHARMACEUTICALS, INC.
1880 CENTURY PARK EAST
SUITE 1000
LOS ANGELES, CA 90067

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 11, 2016
Date: June 3, 2016 **Time:** 9:00 AM PDT
Location: Reed Smith LLP
1901 Avenue of the Stars
Suite 700
Los Angeles, CA 90067-6078

If you need directions to the Annual Meeting of Stockholders, please contact the Company at (310) 203-1000.

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. You may view the proxy materials online at www.proxyvote.com or easily request a paper or e-mail copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice for information about how to obtain proxy materials and for voting instructions.

E09275-P78754

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE PROXY STATEMENT ANNUAL REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 20, 2016 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Phone: To vote these shares by phone, go to www.proxyvote.com, which includes instructions for voting by phone, or you may request a paper copy of the proxy materials, which will include a proxy card that will provide instructions on how to vote by phone.

Vote By Mail: You can vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote
FOR each of the nominees listed in Proposal 1.

1. Election of Directors

Nominees:

- | | |
|----------------------|----------------------|
| 01) Noah Doyle | 05) Andrew J. Ritter |
| 02) Matthew W. Foehr | 06) Ira E. Ritter |
| 03) Paul V. Maier | 07) Michael D. Step |
| 04) Gerald T. Proehl | |

The Board of Directors recommends you vote FOR Proposals 2 and 3.

2. Ratification of the selection of Mayer Hoffman McCann P.C. as Independent Auditor.
3. Approval of the Amendment of the Company's 2015 Equity Incentive Plan to increase (i) the aggregate number of shares that may be issued pursuant to awards, (ii) the number of shares that may be issued pursuant to incentive stock options, and (iii) the number of shares with respect to one or more stock awards that may be granted to any one person during a calendar year.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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