

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person* Ritter Andrew J (Last) (First) (Middle) RITTER PHARMACEUTICALS, INC., 1801 CENTURY PARK EAST, #1820 (Street) LOS ANGELES,, CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/24/2015	3. Issuer Name and Ticker or Trading Symbol RITTER PHARMACEUTICALS INC [RTRR]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President	5. If Amendment, Date Original Filed(Month/Day/Year)
		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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	(1)	12/02/2024	Common Stock	20,979	\$ 5.86	D	
Stock Option	(2)	12/02/2024	Common Stock	432,434	\$ (3)	D	
Stock Option	(4)(5)	09/25/2023	Common Stock	48,951	\$ 1.27	D	
Convertible Preferred Stock	(1)	(6)	Common Stock	817,272	\$ (6)	I	by Stonehenge Partners LLC (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritter Andrew J RITTER PHARMACEUTICALS, INC. 1801 CENTURY PARK EAST, #1820 LOS ANGELES,, CA 90067	X		President	

Signatures

/s/Andrew J. Ritter	06/24/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Currently exercisable.

(2) 25% of the shares underlying the option will vest on September 1, 2015 and the remaining 75% of the shares will vest in 36 equal monthly investments beginning on the last day of the first full month thereafter, subject to the continued employment of the reporting person with the Issuer.

(3) \$5.86 for the first 152,347 shares underlying the option; \$9.30 for the next 140,044 shares underlying the option; and \$13.23 for the remaining 140,043 shares underlying the option.

(4) 3,496 of the shares underlying the option are currently exercisable. The remaining shares underlying the option will become exercisable as follows: (a) 35% of 6,993 of the shares underlying the option will become exercisable upon the achievement of the Base Financing Funding Milestone (as defined in the reporting person's option award agreement), with the balance to vest in 36 equal equal monthly installments beginning on the last day of the month following the month in which the Base Financing Funding Milestone was achieved and (b) 35% of the 13,986 shares underlying the option will become exercisable upon the achievement of the Excess Fundraising Milestone (as defined in the reporting person's option award agreement), with the balance to vest in 36 equal monthly installments beginning on the last day of the month following the month in which the Excess Fundraising Milestone was achieved.

(5) (c) 35% of the 45,454 shares underlying the option will become exercisable upon the receipt by the Issuer of an Initial Period License Payment (as defined in the reporting person's option award agreement), with the balance to vest in 36 monthly installments beginning on the last day of the month beginning on the last day of the month following the month in which such Initial Period License Payment is received by the Issuer and (d) 35% of the 6,993 shares underlying the option will become exercisable upon the receipt by the Issuer of any Annual Excess Milestone Payments (as defined in the reporting person's option award agreement) with the balance to vest in 36 equal monthly installments beginning on the last day of the following month.

(6) The Convertible Preferred Stock has no expiration date. Effective on the date of the closing of the Issuer's initial public offering, the Convertible Preferred Stock will automatically convert into Common Stock of the Issuer on a one-for-one basis.

(7) As a managing partner of Stonehenge Partners LLC, the reporting person may be deemed the beneficial owner of these shares. The reporting person expressly disclaims beneficial ownership over these shares except to the extent of his pecuniary interest therein.

Remarks:

Exhibit List: Exhibit 24-Power of Attorney

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.