

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 Ira E. (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) Exec. Chairman, CSO	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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Ira E. RITTER PHARMACEUTICALS, INC. 1801 CENTURY PARK EAST, #1820 LOS ANGELES,, CA 90067	X		Exec. Chairman, CSO	

Signatures

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

Know all by these presents that the undersigned hereby constitutes and appoints Andrew J. Ritter as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Ritter Pharmaceuticals, Inc., a Delaware corporation (the Company), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of June 2015.

/s/ Ira E. Ritter

Ira E. Ritter

