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

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.    )

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 under §240.14a-12

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Relmada Therapeutics, Inc.

(Name of Registrant as Specified In Its Charter)

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(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):  
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    - (4) Proposed maximum aggregate value of transaction:  
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    - (5) Total fee paid:  
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  - 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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On December 14, 2015, Relmada Therapeutics, Inc. mailed the following brochure to its stockholders:



## Executing on Our Strategy to Drive Innovations in Pain Medicine and Create Long-term Stockholder Value

- ✓ Robust product portfolio with multi-pronged development plan that is delivering results
- ✓ Significant value creation possible in next 12 to 24 months
- ✓ Highly experienced leadership team with record of successful drug development and commercialization
- ✓ Highly qualified, independent Board of Directors, including 3 out of 6 directors added in past year

Given our many strengths and the progress we are making, we believe Relmada's business is at an inflection point. The recently announced positive BuTab results — a multi-billion dollar market opportunity — are just one example. Protect your investment in Relmada and the continued value creation that we believe lies ahead.

Vote the [WHITE](#) proxy card today [FOR](#) Relmada's highly qualified, independent director nominees:

[Shreeram Agharkar, Ph.D](#) and [Maged Shenouda, R.Ph, MBA](#)

## Highly Qualified, Independent Board With Deep Industry Expertise and Broad Knowledge Base to Guide Relmada's Success and Enhance Stockholder Value

Relmada's Board comprises six directors, four of whom are independent, including three new independent directors added in the past year. Collectively, Relmada's Board has the skills and expertise needed to execute the Company's strategy and enhance stockholder value, including experience in specialty pharmaceutical operations, clinical and commercial product development, business financing and partnerships, capital markets, institutional health care investing, and corporate governance.

### Sandesh Seth MS, MBA

Chairman;  
Joined Board in Oct. 2012

- 20 years of experience in investment banking, equity research, and the pharmaceutical and specialty pharmaceutical industries
- Held a variety of key roles at pharmaceutical companies across strategic planning, business development, R&D project management, manufacturing
- 150+ completed transactions in which more than \$5 billion in capital was raised, including venture investments, private placements, IPOs, follow-on offerings, private investments in public equity and convertible and high-yield debt offerings
- Supported strategic initiatives such as M&A, leveraged and management buyouts and licensing and joint ventures, including the \$100 billion merger of Pfizer and Warner-Lambert and the \$20 billion merger of Pharmacia & Upjohn with Monsanto
- Actinium Pharmaceuticals, Laidlaw & Company, Cowen & Co., Bear Stearns, Commonwealth Associates, Pfizer, Warner-Lambert, SmithKline

### Shreeram Agharkar Phd\*

Independent Director;  
Joined Board in Feb. 2014

- 40 years of experience in the pharmaceutical industry
- Served in key positions across all aspects of biopharmaceutical product development, including R&D, CMC functions and management
- Oversaw the development and approval of more than 30 pharmaceutical products
- Sanofi, Aventis, Bristol-Myers Squibb Company, Schering-Plough, Abbott Labs

### Charles J. Casamento MBA

Independent Director;  
Joined Board in July 2015

- 45 years of biotechnology and specialty pharmaceutical experience, including executive leadership positions at four multi-national pharmaceutical companies
- Took four biotechnology companies public and secured public and VC financing for five biotechnology companies
- Oversaw 100 major business development, M&A transactions, and R&D collaboration agreements. Company partners have included Servier, Sanofi, Endo, Mallinckrodt
- The Sage Group, Osteologix, Questcor Pharmaceuticals, RiboGene, Interneuron Pharmaceuticals (Indevis), Genzyme, American Hospital Supply, Johnson & Johnson, Hoffmann-LaRoche, Sandoz
- Director at nine other pharmaceutical/biotechnology companies, including International Stem Cell Corporation, KineMed, Astex Pharmaceuticals

**Paul Kelly** • 20 years as biotechnology industry analyst, consultant, and advisor to hedge funds and biotech companies  
MBA • Named to Fortune Magazine All Star Analyst Team in 2000

Independent Director; • UBS Securities, Volpe, Brown, Whalen, ING Securities, Merrill Lynch, Mabon Securities  
Joined Board in Nov. 2015

### Maged Shenouda R. Ph., MBA\*

Independent Director;  
Joined Board in Nov. 2015

- 25 years of biotechnology and equity research experience, including leading business development and licensing at other leading biopharmaceutical companies and serving as senior biotech analyst
- Retrophin, Blueprint Life Science Group, Stifel Nicolaus, UBS, JP Morgan, Citigroup, Bear Stearns, PricewaterhouseCoopers, Abbott Laboratories
- Independent director for Protea Biosciences, AzurRx Biopharma

### Sergio Traversa • 25+ years global life sciences experience PharmD, MBA

Chief Executive Officer and  
Director since April 2012

- Participated in global launch of Prozac, launch of Centoxin, and early development of Zyprexa and Cymbalta
- Oversaw Southern European Operations for Johnson & Johnson's Therakos Division, including commercial, financial, R&D, distribution
- Eli Lilly, Johnson & Johnson (Therakos), ING Barings, Mehta & Isaly, Merlin BioMed, Rx Capital, Medeor (Cornell University spinoff)

Vote on the **WHITE** proxy card today **FOR** Relmada's director nominees



# Addressing Unmet Needs in the Largest Drug Prescription Market in the World: **the Treatment of Pain**

This is a time of opportunity for Relmada. Under the leadership of Relmada's Board of Directors and management team, we have established a robust portfolio of drugs in development that we believe have the potential to create significant benefits for patients and significant value for Relmada's stockholders.

The recently announced positive results for BuTab are one of many significant value creation opportunities that we believe are possible in the next 12 to 24 months. These positive results were for a proof-of-concept pharmacokinetic study with BuTab (REL-1028), an investigational, oral formulation of buprenorphine, an opioid that is broadly used to treat both addiction and chronic pain. There are currently no commercially available oral formulations of buprenorphine that result in gastrointestinal absorption. We are very pleased with the initial data for BuTab and believe that BuTab represents a first-in-class product targeting the multi-billion dollar market for buprenorphine products.

Robust Product Pipeline Portfolio with Near-term Value Drivers *Multiple development milestone potential in next 12-24 months*

	H1 2015	H2 2015	2016*	2017*
<b>d-Methadone REL-1017</b> Novel NMDA antagonist for the treatment of neuropathic pain	Completed Phase I single dose study in 42 subjects	Complete Phase I multi dose study in ~24 subjects	File IND and start Phase II proof of concept study in PHN Report Phase II interim results	Complete Phase II End of Phase II meeting with FDA
<b>LevoCap ER REL-1015</b> Extended release, abuse resistant form of broad spectrum opioid levorphanol	Obtain regulatory approval from Health Canada to start clinical trial		FDA end of Phase II meeting Start Phase III Potential partnership	Continue Phase III
<b>BuTab REL-1028</b> First traditional oral tablet form of buprenorphine	Obtain regulatory approval from Health Canada to start clinical trial Start Phase I in ~30 patients	Completed proof-of-concept Phase I	NDA filing for opioid dependence Start Phase III for pain Potential partnership	
<b>MepiGel REL-1021</b> Topical gel dosage form of local anesthetic mepivacaine		Complete formulation work Select formulation Toxicology	File Clinical Trial Application (CTA) Complete Phase I in ~20 patients Start Phase II	Complete Phase II



\* Future milestones subject to capital



## Highly Experienced Leadership Team with an Impressive Track Record of Developing and Commercializing Successful Drugs and With the Skills Needed to Execute Relmada's Business Strategy

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### Sergio Traversa

PharmD, MBA

Chief Executive Officer and Director since April 2012

- 25+ years of global life sciences experience
- Participated in global launch of Prozac, launch of Centoxin, and early development of Zyprexa and Cymbalta
- Oversaw Southern European Operations for Johnson & Johnson's Therakos Division, including commercial, financial, R&D, distribution
- Eli Lilly, Johnson & Johnson (Therakos), ING Barings, Mehta & Isaly, Merlin BioMed, Rx Capital, Medeor (Cornell University spin-off)

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**Douglas J. Beck** • 10+ years as public company CFO in pharmaceutical industry

CPA • Lev Pharmaceuticals, iBio

Chief Financial Officer

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### Richard M. Mangano

PhD

Chief Scientific Officer

- 21 years of leading global R&D programs in both large and small pharmaceutical companies
- 20+ IND/CTC submissions and NDA/MAA approvals in psychiatry, neurology and gastrointestinal therapeutic areas
- Authored 30 peer reviewed publications and over 120 abstracts and presentations
- Hoffman-La Roche, Lederle Laboratories, Wyeth, Adolor

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**Lisa Nolan** • 25 years of global business development, strategic planning, marketing PhD experience with biopharmaceutical companies

Chief Business Officer • Zeneca, Elan, SkyePharma, West Pharmaceutical Services, Topigen Pharmaceuticals

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**Michael D. Becker** • 20+ years of experience in life sciences industry, including as president,

Senior VP of Finance and Corporate CEO, and board member for other publicly traded biotechnology companies

Development • Cytogen, VioQuest, Kidder Peabody, Kemper Securities, Wayne Hummer Investments

- Former Chairman of non-profit New Jersey Biotech Trade Association

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**Danny Kao** • 20 years of formulation development experience

PhD, JD • Developed numerous marketed extended release opioid dosage products;

Senior VP of Pharmaceutical Development & including Opana ER®, first-to-file OxyContin® generic

Chief IP Counsel

- Involved in the development of other delivery systems, including OROS®, transdermal patches, nasal sprays, lozenges, fast dissolving tablets, topical gels
- 20+ issued or pending patents
- Endo, DuPont Pharma

•Vote on the **WHITE** proxy card today **FOR** Relmada's director nominees



## Internationally Recognized Expertise From World-Class Scientific Advisors



Memorial Sloan Kettering  
Cancer Center

Gavril Pasternak, MD, PhD

- Anne Burnett Tandy Chair in Neurology
- Laboratory Head, Molecular Pharmacology and Chemistry Program, Memorial Sloan Kettering Cancer Institute
- Professor of Neurology & Neuroscience, Pharmacology and Psychiatry at the Weill Medical School of Cornell University

Imperial College  
London

Andrew Rice, MD, FRCA

- Professor of Pain Research at Imperial College of London
- Director of the London Pain Consortium
- Steering Committee Member of EUROPAIN
- Secretary of the International Association for the Study of Pain



JOHNS HOPKINS  
MEDICINE

Eric C. Strain, MD

- Professor of Psychiatry, Johns Hopkins University School of Medicine
- Director, Behavioral Pharmacology Research Unit
- Director, Johns Hopkins Substance Abuse Treatment and Research



Michael Thase, MD

- Professor of Psychiatry, School of Medicine University of Pennsylvania
- Chief, Division of Mood and Anxiety Disorders Treatment & Research
- Member American College of Psychiatrists and American College of Neuropsychopharmacology
- Director, ACTTION, FDA-academic partnership on analgesics



Robert H. Dworkin, PhD

- Professor of Anesthesiology, Neurology, Oncology, and Psychiatry
- University of Rochester School of Medicine and Dentistry

Vote on the **WHITE** proxy card today **FOR** Relmada's director nominees



# To Support Our Progress and Protect Your Investment in Relmada, Vote on the WHITE Proxy Card FOR Relmada's Director Nominees **Shreeram Agharkar, Ph.D and Maged Shenouda, R.Ph, MBA**

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## We believe Relmada is at an inflection point.

We are making meaningful progress in developing our product portfolio, as demonstrated by the recently announced BuTab results, and have numerous possible value creation opportunities in the next 12 to 24 months.

## We believe Laidlaw has opportunistically timed its contest in order to take effective control of your company just as our stockholders should benefit from the investments we have made.

Laidlaw and its principals, Matthew Eitner and James Ahern, have invested very little of their own capital in Relmada, and are using shares and confidential information they received as a result of their investment banking and consulting services to Relmada in an attempt to take effective control of the Company without offering a control premium to Relmada stockholders. We believe their interests are very different from all other Relmada stockholders. Given their history of violating U.S. financial regulations, the fact that their former hand-picked director has been accused of fraud, and many other issues highlighted in our December 7 letter to stockholders, we are also concerned that allowing Laidlaw and its hand-picked director nominees to take effective control of the Company would be value destructive. Your Board therefore unanimously recommends that stockholders discard any gold card or materials you may receive from Laidlaw. **Do not return any Laidlaw materials, even as a protest against them.**

Your vote is important no matter how many or how few shares you own.

If you have questions about how to vote your shares on the WHITE proxy card, or need additional assistance, please contact the firm assisting us in the solicitation of proxies:

**Innisfree M&A Incorporated**  
Stockholders Call Toll-Free: (888) 750-5834  
Banks and Brokers Call Collect: (212) 750-5833

### Important Stockholder Information

The Company will hold its 2015 Annual Meeting of Stockholders on December 30, 2015. On November 27, 2015, the Company filed with the U.S. Securities and Exchange Commission (the "SEC") and mailed to its stockholders a definitive proxy statement in connection with the Annual Meeting and the solicitation of proxies (the "2015 Proxy Statement"). The 2015 Proxy Statement contains important information about Relmada, the Annual Meeting and related matters.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE 2015 PROXY STATEMENT AND ANY OTHER RELEVANT SOLICITATION MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THESE DOCUMENTS CONTAIN IMPORTANT INFORMATION.

The 2015 Proxy Statement and other relevant solicitation materials (when they become available), and any and all documents filed by the Company with the SEC, may be obtained by investors and security holders free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, Relmada's filings with the SEC, including the 2015 Proxy Statement and other relevant solicitation materials (when they become available), may be obtained, without charge, from Relmada by directing a request to the Company at 757 3rd Avenue, Suite 2018, New York, New York 10017, Attention: Senior Vice President, Finance and Corporate Development. Such materials are also available at [ir.relmada.com/all-sec-filings](http://ir.relmada.com/all-sec-filings).

Relmada and its directors, officers and employees are deemed to be participants in the solicitation of proxies from Relmada's stockholders in connection with the Annual Meeting. Information regarding Relmada's directors and executive officers, including a description of their direct and indirect interests by security holdings, is contained in the 2015 Proxy Statement and in Relmada's 2015 Annual Report on Form 10-K filed with the SEC on September 11, 2015 (the "2015 Annual Report").

### Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by us or on our behalf. We may from time to time make written or oral statements in this letter, the proxy statements filed with the SEC, communications to stockholders and press releases which constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based upon management's current expectations, estimates, assumptions and beliefs concerning future events and conditions and may discuss, among other things, anticipated future performance, expected product development, product potential, future business plans and costs. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as "expects," "anticipates," "believes," "will," "will likely result," "will continue," "plans to" and similar expressions. No forward-looking statement can be guaranteed and actual results may differ materially from those projected. Relmada undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Readers are cautioned that it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results and that the risks described herein should not be considered to be a complete list.

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