

# FORM 4

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

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

## 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

(Print or Type Responses)

|   |   |   |   |   |  |   |  |  |   |  |
|---|---|---|---|---|--|---|--|--|---|--|
| 1. Name and Address of Reporting Person *<br>McLaughlin Gerald W. |   |   | 2. Issuer Name and Ticker or Trading Symbol<br>Nemus Bioscience, Inc. [NMUS]            |   |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |   |  |
| (Last)  | (First)                                 | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/04/2014                          |   |  |   |  |  |   |  |
| 650 TOWN CENTER DRIVE, SUITE 620                                  |   |   |   |   |  |   |  |  |   |  |
| (Street)  |   |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |   |  |
| COSTA MESA, CA 92626  |   |   |   |   |  |   |  |  |   |  |
| (City) (State) (Zip)  |   |   | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |  |   |  |  |   |  |
| 1. Title of Security<br>(Instr. 3)                                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8)   |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) |  | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|   |   |   | Code  | V | Amount   | (A) or (D)  | Price  |  |   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|---|------------|--|-----------------|---|---|---|---|
|   |  |   |   | Code                              | V |  | (A)   | (D)        | Date Exercisable   | Expiration Date |   |   |   |   |
| Stock Option (Right to Buy)                   | \$ 0.42 (1)  | 12/04/2014(1)                           |   | A(1)                              |   | 20,000   | (2)   | 10/31/2024 | Common Stock   | 20,000          | \$ 0  | 20,000  | D   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| McLaughlin Gerald W.<br>650 TOWN CENTER DRIVE<br>SUITE 620<br>COSTA MESA, CA 92626 | X             |           |         |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/ Gerald W. McLaughlin                       | 12/05/2014          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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).

The Board of Directors of the Company approved the grant of Stock Options on October 31, 2014, at an exercise price of fair market value. The Company engaged an independent third (1) party to establish the fair market value on the date of grant. On December 4, 2014, the Board of Directors of the Company accepted the valuation report and set the exercise price at \$0.42 per share.

- (2) Reporting Person's right to receive Stock Options vest over a five year period, with the first 20% of the total Stock Options vesting on the one year anniversary of the grant date the remainder of the shares will vest in equal installments on a annual basis thereafter, such that the Stock Options are fully vested on October 31, 2019.

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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