

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. )<sup>1</sup>

Ocuphire Pharma, Inc.  
(Name of Issuer)

Common Stock, \$0.0001 par value  
(Title of Class of Securities)

67577R102  
(CUSIP Number)

November 6, 2020  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1	NAME OF REPORTING PERSON RICHMOND BROTHERS, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION MICHIGAN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER - 0 -
	6	SHARED VOTING POWER - 0 -
	7	SOLE DISPOSITIVE POWER - 0 -
	8	SHARED DISPOSITIVE POWER 49,492
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 49,492	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1%	
12	TYPE OF REPORTING PERSON IA, CO	

1	NAME OF REPORTING PERSON  RBI PRIVATE INVESTMENT III, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  54,905
	6	SHARED VOTING POWER  - 0 -
	7	SOLE DISPOSITIVE POWER  54,905
	8	SHARED DISPOSITIVE POWER  - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  54,905	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Less than 1%	
12	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  THE RBI OPPORTUNITIES FUND, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  231,528
	6	SHARED VOTING POWER  - 0 -
	7	SOLE DISPOSITIVE POWER  231,528
	8	SHARED DISPOSITIVE POWER  - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  231,528	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.3%	
12	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  THE RBI OPPORTUNITIES FUND II, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  78,465
	6	SHARED VOTING POWER  - 0 -
	7	SOLE DISPOSITIVE POWER  78,465
	8	SHARED DISPOSITIVE POWER  - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  78,465	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.1%	
12	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON RBI PI MANAGER, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 364,898
	6	SHARED VOTING POWER - 0 -
	7	SOLE DISPOSITIVE POWER 364,898
	8	SHARED DISPOSITIVE POWER - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 364,898	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1%	
12	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON DAVID S. RICHMOND	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 367,922
	6	SHARED VOTING POWER - 0 -
	7	SOLE DISPOSITIVE POWER 367,922
	8	SHARED DISPOSITIVE POWER 49,492
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 417,414	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%	
12	TYPE OF REPORTING PERSON HC, IN	

1	NAME OF REPORTING PERSON MATTHEW J. CURFMAN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER - 0 -
	6	SHARED VOTING POWER - 0 -
	7	SOLE DISPOSITIVE POWER - 0 -
	8	SHARED DISPOSITIVE POWER 49,492
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 49,492	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1%	
12	TYPE OF REPORTING PERSON HC, IN	



**Item 1(a). Name of Issuer:**

Ocuphire Pharma, Inc., a Delaware corporation (the "Issuer").

**Item 1(b). Address of Issuer's Principal Executive Offices:**

37000 Grand River Avenue, Suite 120  
Farmington Hills, Michigan 48335

**Item 2(a). Name of Person Filing:**

This statement is filed by Richmond Brothers, Inc., a Michigan corporation ("Richmond Brothers"), RBI Private Investment III, LLC, a Delaware limited liability company ("RBI PIII"), The RBI Opportunities Fund, LLC, a Delaware limited liability company ("RBI Opportunities"), The RBI Opportunities Fund II, LLC, a Delaware limited liability company ("RBI Opportunities II"), RBI PI Manager, LLC, a Delaware limited liability company ("RBI Manager"), David S. Richmond and Matthew J. Curfman. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

RBI Manager serves as the manager of each of RBI PIII, RBI Opportunities and RBI Opportunities II, and may be deemed to beneficially own the Shares (as defined below) beneficially owned by each of RBI PIII, RBI Opportunities and RBI Opportunities II. Richmond Brothers serves as the investment adviser to certain separately managed accounts (the "Separately Managed Accounts"), and may be deemed to beneficially own the 49,492 Shares held in the Separately Managed Accounts. Mr. Richmond serves as the Chairman of Richmond Brothers and manager of RBI Manager, and may be deemed to beneficially own the Shares beneficially owned by each of RBI PIII, RBI Opportunities and RBI Opportunities II, and held in the Separately Managed Accounts, as well as Shares he directly owns. Mr. Curfman serves as the President of Richmond Brothers and may be deemed to beneficially own the Shares held in the Separately Managed Accounts.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

The principal business address of each of the Reporting Persons is 3568 Wildwood Avenue, Jackson, Michigan 49202.

**Item 2(c). Citizenship:**

Richmond Brothers is organized under the laws of the State of Michigan. RBI PIII, RBI Opportunities, RBI Opportunities II, and RBI Manager are organized under the laws of the State of Delaware. Messrs. Richmond and Curfman are citizens of the United States of America.

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.0001 par value per share (the "Shares").

**Item 2(e). CUSIP Number:**

67577R102

**Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- /X/ Not Applicable
- (a)  / / Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  / / Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  / / Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  / / Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  / / Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
- (f)  / / Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g)  / / Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h)  / / Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  / / Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).
- (j)  / / Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k)  / / Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

All ownership information reported in this Item 4 is as of the close of business on November 13, 2020.

***Richmond Brothers***

(a) Amount beneficially owned:

49,492 Shares

(b) Percent of class:

Less than 1% (based on 7,091,878 Shares outstanding as of November 5, 2020, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2020)

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
0 Shares
  - (ii) Shared power to vote or to direct the vote  
0 Shares
  - (iii) Sole power to dispose or to direct the disposition of  
0 Shares
  - (iv) Shared power to dispose or to direct the disposition of  
49,492 Shares

***RBI PIII***

- (a) Amount beneficially owned:  
54,905 Shares
- (b) Percent of class:  
Less than 1% (based on 7,091,878 Shares outstanding as of November 5, 2020, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2020)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
54,905 Shares
  - (ii) Shared power to vote or to direct the vote  
0 Shares
  - (iii) Sole power to dispose or to direct the disposition of  
54,905 Shares
  - (iv) Shared power to dispose or to direct the disposition of  
0 Shares

***RBI Opportunities***

- (a) Amount beneficially owned:  
231,528 Shares
- (b) Percent of class:  
Approximately 3.3% (based on 7,091,878 Shares outstanding as of November 5, 2020, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2020)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
231,528 Shares
  - (ii) Shared power to vote or to direct the vote  
0 Shares
  - (iii) Sole power to dispose or to direct the disposition of  
231,528 Shares
  - (iv) Shared power to dispose or to direct the disposition of  
0 Shares

***RBI Opportunities II***

- (a) Amount beneficially owned:  
78,465 Shares
- (b) Percent of class:  
Approximately 1.1% (based on 7,091,878 Shares outstanding as of November 5, 2020, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2020)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
78,465 Shares
  - (ii) Shared power to vote or to direct the vote  
0 Shares
  - (iii) Sole power to dispose or to direct the disposition of  
78,465 Shares

- (iv) Shared power to dispose or to direct the disposition of  
0 Shares

***RBI Manager***

- (a) Amount beneficially owned:  
364,898 Shares
- (b) Percent of class:  
Approximately 5.1% (based on 7,091,878 Shares outstanding as of November 5, 2020, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2020)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
364,898 Shares
  - (ii) Shared power to vote or to direct the vote  
0 Shares
  - (iii) Sole power to dispose or to direct the disposition of  
364,898 Shares
  - (iv) Shared power to dispose or to direct the disposition of  
0 Shares

***Mr. Richmond***

- (a) Amount beneficially owned:  
417,414 Shares
- (b) Percent of class:  
Approximately 5.8% (based on 7,091,878 Shares outstanding as of November 5, 2020, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2020)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
367,922 Shares

- (ii) Shared power to vote or to direct the vote  
0 Shares
- (iii) Sole power to dispose or to direct the disposition of  
367,922 Shares
- (iv) Shared power to dispose or to direct the disposition of  
49,492 Shares

***Mr. Curfman***

- (a) Amount beneficially owned:  
49,492 Shares
- (b) Percent of class:  
Less than 1% (based on 7,091,878 Shares outstanding as of November 5, 2020, as disclosed in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 6, 2020)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
0 Shares
  - (ii) Shared power to vote or to direct the vote  
0 Shares
  - (iii) Sole power to dispose or to direct the disposition of  
0 Shares
  - (iv) Shared power to dispose or to direct the disposition of  
49,492 Shares

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The right to receive dividends from, or the proceeds from the sale of, the Shares reported as beneficially owned by Richmond Brothers is held by the Separately Managed Accounts. Richmond Brothers and Messrs. Richmond and Curfman disclaim beneficial ownership of the Shares held in the Separately Managed Accounts reported in this statement pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 99.1.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 16, 2020

Richmond Brothers, Inc.

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Chairman

RBI Private Investment III, LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

The RBI Opportunities Fund, LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

The RBI Opportunities Fund II, LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

By: RBI PI Manager, LLC

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager



/s/ David S. Richmond  
David S. Richmond

/s/ Matthew J. Curfman  
Matthew J. Curfman

**Joint Filing Agreement**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G dated November 16, 2020 (including amendments thereto) with respect to the Common Stock, \$0.0001 par value, of Ocuphire Pharma, Inc.. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: November 16, 2020

Richmond Brothers, Inc.

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Chairman

RBI Private Investment III, LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

The RBI Opportunities Fund, LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

The RBI Opportunities Fund II, LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

---

By: RBI PI Manager, LLC

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

/s/ David S. Richmond  
David S. Richmond

/s/ Matthew J. Curfman  
Matthew J. Curfman