### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number: 3235-0287									
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1. Name and Address of Rep CUDDIHY ROBERT V JR	porting Person <sup>*</sup>	Issuer Name <b>and</b> Ticker or Trading Symbol ProPhase Labs, Inc. [PRPH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) 621 N. SHADY RETREAT RO	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2014	Director 10% Owner  X Officer (give Other (specify title below) below)  COO/CFO				
(Street) DOYLESTOWN PA 18901 (City) (State) (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr.	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8) Disposed of (D) (Instr. 3, 4 and 5		Acquired (A) or			Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
(3)					Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8		5. Nun of Deriva Securit Acquire (A) or Dispos of (D) (Instr. 4, and	tive ties ed ed	and Expiration Date		Date Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$ 1.39	12/20/2014		Α		40,000		12/20/2014 <sup>(1)</sup>	12/18/2021	Common Stock	40,000	\$0	40,000	D	

### **Explanation of Responses:**

1. The transaction reported in the row involves a grant by the Issuer to the Reporting Person of options to purchase the Issuer's common stock that is immediately vested as of the date of grant, as detailed in a stock option award agreement between the Issuer and the Reporting Person, dated as of December 20, 2014.

/s/ Robert V. Cuddihy, Jr. 12/23/2014

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.