

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 17, 2017

PROPANC HEALTH GROUP CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

000-54878

(Commission File Number)

33-0662986

(IRS Employer Identification
No.)

**302, 6 Butler Street
Camberwell, VIC, 3124 Australia**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **61 03 9882 6723**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On March 17, 2017, Propanc Health Group Corporation (the “Company”) entered into a letter agreement (the “Letter Agreement”) dated as of March 10, 2017 with Delafield Investments Limited (the “Purchaser”) pursuant to which the Company and the Purchaser have agreed to revise certain terms of a 5% original issue discount senior secured convertible debenture due October 28, 2016 in the principal amount of \$4,400,000, the maturity date of which was later extended to February 28, 2017 (the “Debenture”).

Pursuant to the Letter Agreement, the Company and the Purchaser have agreed to extend the maturity date of the Debenture to September 30, 2017. In addition, from the period beginning on February 28, 2017 through and including September 30, 2017, the Company shall pay interest to the Purchaser on the aggregate unconverted and then outstanding principal amount of the Debenture pursuant to its terms.

Further, the Purchaser expressly agreed to waive compliance by the Company with Section 8 of the Debenture, which required payment by the Company of the outstanding amounts of principal and interest due under the Debenture on February 28, 2017. This waiver is not deemed to constitute an agreement by the Purchaser to waive any other event of default under the Debenture that may exist as of the date the Letter Agreement was entered into.

Except as set forth in the Letter Agreement, all of the terms and conditions of the Debenture remain unchanged and in full force and effect.

The foregoing description of the Letter Agreement is qualified in its entirety by reference to the provisions of the Letter Agreement, included as Exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 2.03 Creation of Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The disclosure under Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.03 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Letter Agreement dated as of March 10, 2017 between Propanc Health Group Corporation and Delafield Investments Limited

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 21, 2017

PROPANC HEALTH GROUP CORPORATION

By: /s/ James Nathanielsz
James Nathanielsz
President and Chief Executive Officer

Magna.

March 10, 2017

Propanc Health Group Corporation
302/6 Butler Street
Camberwell, VIC, 3124 Australia
Attn: James Nathanielsz

Re: Maturity Date Extension Agreement

Gentlemen:

Delafield Investments Limited (“Delafield”) and Propanc Health Group Corporation (the “Company”) are parties to certain transaction documents (the “Transaction Documents”), including that certain Securities Purchase Agreement, dated as of October 28, 2015, as amended on March 11, 2016 by an addendum and on July 1, 2016 and August 3, 2016 by separate letter agreements (the “Securities Purchase Agreement”), and a debenture in the principal amount of \$4,400,000 dated October 28, 2015 (as amended, the “Debenture”) and due on February 28, 2017. Capitalized terms used herein and not defined have the meanings given them in the Securities Purchase Agreement and the Debenture.

By the signature of your authorized representative below, and for good and valuable consideration, the value and receipt of which is hereby acknowledged, the parties agree as follows:

1. The Maturity Date shall be extended from February 28, 2017 to September 30, 2017.
2. From the period beginning on February 28, 2017 through and including September 30, 2017, the Company shall pay interest to Delafield on the aggregate unconverted and then outstanding principal amount of the Debenture pursuant to the terms of the Debenture.
3. Delafield hereby agrees to waive compliance by the Company with Section 8 of the Debenture regarding payment by the Company of the outstanding obligations due under the Debenture on February 28, 2017. This waiver is a one-time waiver only and shall not be deemed to constitute an agreement by Delafield to waive any other Event of Default which may exist as of the date hereof.

Except as expressly set forth herein, all of the terms and conditions in the Transaction Documents remain unchanged and are in full force and effect.

This letter agreement may be executed and delivered via facsimile or other electronic means with the same force and effect as if an original were executed and may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures hereto were upon the same instrument.

40 Wall Street | New York, NY | 10005
p. 347.491.4240 | f. 646.737.9948

Magna.

Please acknowledge your agreement with the foregoing by executing this letter in the space indicated below and returning the same to the undersigned.

Sincerely,

Delafield Investments Limited

By: /s/ James Keyes
Name: James Keyes
Title: Director

By: /s/ Michael Abitebol
Name: Michael Abitebol
Title: Director

Acknowledged, Confirmed and Agreed To:

Propanc Health Group Corporation

By: /s/ James Nathanielsz
Name: James Nathanielsz
Title: President and Chief Executive Officer

40 Wall Street | New York, NY | 10005
p. 347.491.4240 | f. 646.737.9948
