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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Palatin Technologies, Inc.
(Name of Issuer)

Common Stock, $0.01 par value per share
(Title of Class of Securities)

696077403
(CUSIP Number)

December 31, 2014
(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)

x Rule 13d-1(c)

¨ Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).
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<table>
<thead>
<tr>
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<tbody>
<tr>
<td>1.</td>
<td>Names of reporting persons.</td>
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<td>QVT Financial LP</td>
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<td>2.</td>
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<td>(b) x</td>
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<td>3.</td>
<td>SEC use only</td>
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<td>4.</td>
<td>Citizenship or place of organization</td>
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<td>Delaware</td>
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<td>5.</td>
<td>Sole voting power</td>
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<td>9.99%</td>
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<td>12.</td>
<td>Type of reporting person (see instructions)</td>
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<td>PN</td>
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<td><strong>Number of shares beneficially owned by each reporting person with:</strong></td>
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</tr>
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</table>
1. **Names of reporting persons.**

   QVT Associates GP LLC

2. **Check the appropriate box if a member of a group (see instructions)**

   (a)  
   (b) x

3. **SEC use only**

4. **Citizenship or place of organization**

   Delaware

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<tr>
<th>Number of shares beneficially owned by each reporting person with:</th>
<th>5. Sole voting power</th>
<th>6. Shared voting power</th>
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<td>0</td>
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5. **Aggregate amount beneficially owned by each reporting person**

   3,994,981

6. **Check if the aggregate amount in Row (9) excludes certain shares (see instructions)**

   ¨

7. **Percent of class represented by amount in Row (9)**

   9.99%

8. **Type of reporting person (see instructions)**

   OO
1. **Names of reporting persons.**

   QVT Fund V LP

2. **Check the appropriate box if a member of a group (see instructions)**
   (a)  
   (b)  

3. **SEC use only**

4. **Citizenship or place of organization**

   Cayman Islands

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<tr>
<td></td>
<td>0</td>
<td>3,150,260</td>
<td>0</td>
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9. **Aggregate amount beneficially owned by each reporting person**

   3,150,260

10. **Check if the aggregate amount in Row (9) excludes certain shares (see instructions)**

11. **Percent of class represented by amount in Row (9)**

   7.88%

12. **Type of reporting person (see instructions)**

   PN
Item 1(a). Name of Issuer  
    Palatin Technologies, Inc. (the “Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices  
    The address of the Issuer’s principal executive offices is:  
    4B Cedar Brook Drive, Cranbury, New Jersey 08512, United States

Item 2(a). Name of Person Filing

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

Item 2(c). Citizenship
    QVT Financial LP  
    1177 Avenue of the Americas, 9th Floor  
    New York, New York 10036  
    Delaware Limited Partnership

    QVT Financial GP LLC  
    1177 Avenue of the Americas, 9th Floor  
    New York, New York 10036  
    Delaware Limited Liability Company

    QVT Associates GP LLC  
    1177 Avenue of the Americas, 9th Floor  
    New York, New York 10036  
    Delaware Limited Liability Company

    QVT Fund V LP  
    190 Elgin Avenue  
    George Town, Grand Cayman, KY1 9005 Cayman Islands  
    Cayman Islands Limited Partnership

Item 2(d). Title of Class of Securities  
    Common stock, $0.01 par value per share (the “Common Stock”).

Item 2(e). CUSIP Number  
    The CUSIP number of the Common Stock is 696077403.

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

(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) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) A non-U.S. institution in accordance with §240.13d–1(b)(1)(ii)(J);

(k) Group, in accordance with §240.13d–1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d–1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a) Amount beneficially owned as of December 31, 2014:

QVT Financial LP ("QVT Financial") is the investment manager for QVT Fund V LP and other private investment funds (collectively, the “Funds”). The Funds aggregately own 3,994,981 shares of Common Stock. QVT Financial has the power to direct the vote and disposition of the Common Stock held by the Funds. Accordingly, QVT Financial may be deemed to be the beneficial owner of an aggregate amount of 3,994,981 shares of Common Stock, consisting of the shares owned by the Funds.

QVT Financial GP LLC, as General Partner of QVT Financial, may be deemed to beneficially own the same number of shares of Common Stock reported by QVT Financial. QVT Associates GP LLC, as General Partner of the Funds, may be deemed to beneficially own the aggregate number of shares of Common Stock owned by the Funds, and accordingly, QVT Associates GP LLC may be deemed to be the beneficial owner of an aggregate amount of 3,994,981 shares of Common Stock.

The percentage disclosed in Item 11 of the Cover Pages for each reporting person is calculated on the basis of (i) 39,490,161 shares of Common Stock outstanding, which is the total number of shares issued and outstanding reported in the Issuer’s Quarterly Report on Form 10-Q, for the quarter ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014 and (ii) shares of Common Stock underlying the Issuer’s warrants, pursuant to Rule 13d-3(d)(1)(i).

(b) Percent of class:

See Item 11 of the Cover Pages to this Schedule 13G.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See item (a) above.
(iii) Sole power to dispose or to direct the disposition of

0

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

See item (a) above.

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.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

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.
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

QVT FINANCIAL LP
By QVT Financial GP LLC, its General Partner
By: /s/ Arthur Chu
Name: Arthur Chu
Title: Managing Member
By: /s/ Meg Eisner
Name: Meg Eisner
Title: Authorized Signatory

QVT FUND V LP
By QVT Associates GP LLC, its General Partner
By: /s/ Arthur Chu
Name: Arthur Chu
Title: Managing Member
By: /s/ Meg Eisner
Name: Meg Eisner
Title: Authorized Signatory

QVT FINANCIAL GP LLC
By: /s/ Arthur Chu
Name: Arthur Chu
Title: Managing Member
By: /s/ Meg Eisner
Name: Meg Eisner
Title: Authorized Signatory

QVT ASSOCIATES GP LLC
By: /s/ Arthur Chu
Name: Arthur Chu
Title: Managing Member
By: /s/ Meg Eisner
Name: Meg Eisner
Title: Authorized Signatory