

FORM 5

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

OMB APPROVAL
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[] Form 3 Holdings Reported
[X] Form 4 Transactions
Reported

ANNUAL 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

| | | | | | |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Doderer David | | QUANTUM MATERIALS CORP. [QTMM] | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| (Last) (First) (Middle) | | 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) | | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| C/O QUANTUM MATERIALS CORP., 3055 HUNTER ROAD | | 6/30/2014 | | Vice President Research | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SAN MARCOS, TX 78666 | | | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person | |
| (City) (State) (Zip) | | | | <input type="checkbox"/> Form Filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---------------|--------|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 6/25/2014 | | X4 | 130000 | D | \$0.08 | 6670000 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Sold a right to buy common shares (2) | \$0.08 | 6/25/2014 | | X4 | 130000 | | 8/3/2012 | 8/3/2014 | Common Stock | 130000 | \$0 (1) | 10853219 | D | |

Explanation of Responses:

(1) See table 1.

(2) Mr. Doderer sold to a third party a right to buy 130,000 shares of common stock from him over a two year period. On June 25, 2014, the third party exercised its options to purchase 130,000 shares. The amount shares in column 9 of table II represents the number of outstanding derivative securities to purchase shares pursuant to options/warrants owned by the Reporting Person.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Doderer David C/O QUANTUM MATERIALS CORP. 3055 HUNTER ROAD SAN MARCOS, TX 78666 | X | | Vice President Research | |

Signatures

/s/ David Doderer

10/27/2015

**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.

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