

RespireRx Pharmaceuticals Inc.
Form 4
July 19, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Margolis Jeff Eliot

2. Issuer Name and Ticker or Trading Symbol
RespireRx Pharmaceuticals Inc.
[RSPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Treasurer & Secretary

C/O RESPIRERX
PHARMACEUTICALS INC., 126
VALLEY ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLEN ROCK, NJ 07452

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/15/2016 | | G ⁽¹⁾ | | 10,134,944 | D | \$ 0 (1) |
| Common Stock | 07/15/2016 | | G ⁽¹⁾ | | 10,000,000 | A | \$ 0 (1) |
| Common Stock | 07/15/2016 | | G ⁽¹⁾ | | 134,944 | A | \$ 0 (1) |
| Common Stock | 07/15/2016 | | G ⁽¹⁾ | | 5,000,000 | D | \$ 0 (1) |
| | 07/15/2016 | | G ⁽¹⁾ | | 1,000,000 | A | |

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| | | | | | | | | | |
|--------------|------------|--|-------------|-----------|--------------------|--------------------|-----------|------------------------|------------------------|
| Common Stock | | | | | \$ 0 <u>(1)</u> | | | By Trust <u>(5)</u> | |
| Common Stock | 07/15/2016 | | <u>G(1)</u> | 4,000,000 | A | \$ 0 <u>(1)</u> | 4,000,000 | I | By Trust <u>(4)</u> |

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

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 control number.

SEC 1474
(9-02)

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. Transaction 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 (Month/Day/Year) | 7. Title and Underlying (Instr. 3 a) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Warrants (right to buy) | \$ 0.021 | 07/15/2016 | | <u>G(1)</u> | 787,363 | <u>(6)</u> 09/30/2020 | Common Stock |
| Warrants (right to buy) | \$ 0.021 | 07/15/2016 | | <u>G(1)</u> | 787,363 | <u>(6)</u> 09/30/2020 | Common Stock |
| Warrants (right to buy) | \$ 0.021 | 07/15/2016 | | <u>G(1)</u> | 787,363 | <u>(6)</u> 09/30/2020 | Common Stock |
| Warrants (right to buy) | \$ 0.021 | 07/15/2016 | | <u>G(1)</u> | 787,363 | <u>(6)</u> 09/30/2020 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0227 | 07/15/2016 | | <u>G(1)</u> | 15,000,000 | <u>(7)</u> 03/31/2021 | Common Stock |
| Common Stock Options (to purchase | \$ 0.0227 | 07/15/2016 | | <u>G(1)</u> | 13,000,000 | <u>(7)</u> 03/31/2021 | Common Stock |

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| | | | | | | | | |
|--|-----------|------------|------------------------|-----------|--|------------|------------|-----------------|
| shares of Common Stock) | | | | | | | | |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0227 | 07/15/2016 | <u>G⁽¹⁾</u> | 2,000,000 | | <u>(7)</u> | 03/31/2021 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0227 | 07/15/2016 | <u>G⁽¹⁾</u> | 9,000,000 | | <u>(7)</u> | 03/31/2021 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0227 | 07/15/2016 | <u>G⁽¹⁾</u> | 7,000,000 | | <u>(7)</u> | 03/31/2021 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0227 | 07/15/2016 | <u>G⁽¹⁾</u> | 2,000,000 | | <u>(7)</u> | 03/31/2021 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | 07/15/2016 | <u>G⁽¹⁾</u> | 7,000,000 | | <u>(8)</u> | 08/18/2022 | Common Stock |
| Common Stock Options (to | \$ 0.0197 | 07/15/2016 | <u>G⁽¹⁾</u> | 4,500,000 | | <u>(8)</u> | 08/18/2022 | Common Stock |

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| | | | | | | | | |
|--|-----------|------------|------------------------|------------|--|------------|------------|-----------------|
| purchase shares of Common Stock) | | | | | | | | |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | 07/15/2016 | <u>G⁽¹⁾</u> | 2,500,000 | | <u>(8)</u> | 08/18/2022 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | 07/15/2016 | <u>G⁽¹⁾</u> | 3,000,000 | | <u>(8)</u> | 08/18/2022 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | 07/15/2016 | <u>G⁽¹⁾</u> | 2,500,000 | | <u>(8)</u> | 08/18/2022 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | 07/15/2016 | <u>G⁽¹⁾</u> | 500,000 | | <u>(8)</u> | 08/18/2022 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.025 | 07/15/2016 | <u>G⁽¹⁾</u> | 10,000,000 | | <u>(9)</u> | 06/30/2022 | Common Stock |
| Common Stock Options | \$ 0.025 | 07/15/2016 | <u>G⁽¹⁾</u> | 8,000,000 | | <u>(9)</u> | 06/30/2022 | Common Stock |

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(to
purchase
shares of
Common
Stock)

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

\$ 0.025

07/15/2016

G⁽¹⁾

2,000,000

(9)

06/30/2022

Common
Stock

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

\$ 0.025

07/15/2016

G⁽¹⁾

5,000,000

(9)

06/30/2022

Common
Stock

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

\$ 0.025

07/15/2016

G⁽¹⁾

4,500,000

(9)

06/30/2022

Common
Stock

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

\$ 0.025

07/15/2016

G⁽¹⁾

500,000

(9)

06/30/2022

Common
Stock

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

\$ 0.05

07/15/2016

G⁽¹⁾

1,363,636

(10)

07/17/2019

Common
Stock

Common
Stock

\$ 0.05

07/15/2016

G⁽¹⁾

1,000,000

(10)

07/17/2019

Common
Stock

Options
(to
purchase
shares of
Common
Stock)

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

| | | | | | | |
|---------|------------|------------------------|---------|-------------|------------|-----------------|
| \$ 0.05 | 07/15/2016 | <u>G⁽¹⁾</u> | 363,636 | <u>(10)</u> | 07/17/2019 | Common Stock |
|---------|------------|------------------------|---------|-------------|------------|-----------------|

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

| | | | | | | |
|---------|------------|------------------------|-----------|-------------|------------|-----------------|
| \$ 0.05 | 07/15/2016 | <u>G⁽¹⁾</u> | 1,363,637 | <u>(10)</u> | 07/17/2019 | Common Stock |
|---------|------------|------------------------|-----------|-------------|------------|-----------------|

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

| | | | | | | |
|---------|------------|------------------------|-----------|-------------|------------|-----------------|
| \$ 0.05 | 07/15/2016 | <u>G⁽¹⁾</u> | 1,363,637 | <u>(10)</u> | 07/17/2019 | Common Stock |
|---------|------------|------------------------|-----------|-------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Margolis Jeff Eliot C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD GLEN ROCK, NJ 07452 | X | | VP, Treasurer & Secretary | |

Signatures

/s/ Jeff E.
Margolis

07/19/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) All dispositions and acquisitions set forth on this Form 4 reflect estate planning transactions. The securities are held by trusts for the benefit of Mr. Margolis, his spouse, and their children.
- (2) These securities are held in a trust for the benefit of Mr. Margolis's spouse. Mr. Margolis's spouse is a trustee of the trust.
These securities are held in trusts for the benefit of Mr. Margolis's children. Mr. Margolis's spouse is a trustee of these trusts. Mr.
- (3) Margolis disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Margolis is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
These securities are held in trusts for the benefit of Mr. Margolis's children. Mr. Margolis is a trustee of these trusts. Mr. Margolis
- (4) disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Margolis is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (5) These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis is a trustee of the trust.
These Warrants were acquired by Mr. Margolis and his spouse in his capacity as President of Aurora Capital LLC, which served as
- (6) placement agent in the Company's unit offering with each unit consisting of one share of common stock and warrants to purchase two additional shares of common stock, and represent his share of the Placement Agent Warrants awarded at each closing of that transaction. The warrants are currently exercisable.
- (7) These Common Stock Options vest in four equal installments: 25 percent on March 31, 2016 (the grant date), 25 percent on June 30, 2016, 25 percent on September 30, 2016, and 25 percent on December 31, 2016.
- (8) These Common Stock Options vest in four equal installments: 25 percent on December 31, 2015, 25 percent on March 31, 2016, 25 percent on June 30, 2016, and 25 percent on September 30, 2016.
- (9) These Common Stock Options vested in three installments: 50 percent on June 30, 2015, 25 percent on September 30, 2015, and 25 percent on December 31, 2015, and are all currently vested and exercisable.
- (10) These Common Stock Options vested in three equal installments on July 17, 2014, September 30, 2014 and December 31, 2014, and are all currently vested and exercisable.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.