

RespireRx Pharmaceuticals Inc.
Form 4
April 04, 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)
08/28/2015

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

C/O RESPIRERX
PHARMACEUTICALS INC., 126
VALLEY ROAD, SUITE C

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 09/14/2015 | | X | | 507,374 | A | 15,618,816 |
| Common Stock | 09/14/2015 | | S ⁽¹⁾ | | 483,872 | D | 15,134,944 |

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

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SEC 1474
(9-02)

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Warrants (right to buy) | \$ 0.021 | 08/28/2015 | | J ⁽²⁾ | 325,022 | | <u>(2)</u> | 09/30/2020 | Common Stock |
| Warrants (right to buy) | \$ 0.035 | 09/14/2015 | | X | | 507,374 | <u>(1)</u> | 09/15/2015 | Common Stock |
| Warrants (right to buy) | \$ 0.021 | 09/28/2015 | | J ⁽²⁾ | 309,975 | | <u>(2)</u> | 09/30/2020 | Common Stock |
| Warrants (right to buy) | \$ 0.021 | 11/02/2015 | | J ⁽²⁾ | 939,729 | | <u>(2)</u> | 09/30/2020 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0227 | 03/31/2016 | | A | 24,000,000 | | <u>(3)</u> | 03/31/2021 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | | | | | | <u>(5)</u> | 08/18/2022 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.025 | | | | | | <u>(6)</u> | 06/30/2022 | Common Stock |
| | \$ 0.05 | | | | | | <u>(7)</u> | 07/17/2019 | |

Common
Stock
Options
(to
purchase
shares of
Common
Stock)

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, SUITE C GLEN ROCK, NJ 07452 | X | | VP, Treasurer & Secretary | |

Signatures

/s/ Jeff Eliot
Margolis

04/04/2016

**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) On September 14, 2015, the reporting person exercised warrants to purchase 507,374 shares of the registrant's common stock for \$0.035 per share. The reporting person paid the exercise price on a cashless basis, resulting in the registrant withholding 483,872 of the warrant shares to pay the exercise price and issuing the reporting person the remaining 23,502 shares. These Warrants were acquired by Mr. Margolis in his capacity as President of Aurora Capital LLC, which served as placement agent in the Company's convertible note and warrant offering, and represent his share of the Placement Agent Warrants awarded in that transaction at each closing. The Warrants were exercisable on September 14, 2015.

(2) These Warrants were acquired by Mr. Margolis in his capacity as President of Aurora Capital LLC, which served as 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.

(3) 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.

(4) Mr. Margolis holds these securities jointly with his spouse.

(5) 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.

(6) 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.

(7) 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.

(8) Mr. Margolis holds 2,727,273 of these securities jointly with his spouse.

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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