

CORTEX PHARMACEUTICALS INC/DE/

Form 4/A

August 20, 2015

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

(Last) (First) (Middle)

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

(Street)

GLEN ROCK, NJ 07452

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CORTEX PHARMACEUTICALS
INC/DE/ [CORX]

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

11/05/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/06/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

VP, Treasurer & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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. 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)
				(A) or (D)			
				Code V Amount	Price		

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

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SEC 1474
(9-02)

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

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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 Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants (right to buy)	\$ 0.035	11/05/2014		J ⁽¹⁾		118,374		11/05/2014	09/15/2015	Common Stock	1
Warrants (right to buy)	\$ 0.035	12/09/2014		J ⁽¹⁾		1,500		12/09/2014	09/15/2015	Common Stock	1
Warrants (right to buy)	\$ 0.035	12/31/2014		J ⁽¹⁾		77,500		12/31/2014	09/15/2015	Common Stock	7
Warrants (right to buy)	\$ 0.035	02/02/2015		J ⁽¹⁾		310,000		02/02/2015	09/15/2015	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 0.025	06/30/2015		A		15,000,000		⁽³⁾	06/30/2022	Common Stock	15,
Common Stock Options (to purchase shares of Common Stock)	\$ 0.05							⁽⁴⁾	07/17/2019	Common Stock	5,0

Reporting Owners

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

Signatures

/s/ Jeff Eliot
Margolis

08/20/2015

__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).

These Warrants were acquired by Mr. Margolis in his capacity as President of Aurora Capital LLC, which served as placement agent in
(1) the Company's convertible note and warrant offering, and represent his share of the Placement Agent Warrants awarded in that transaction at each closing.

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

(3) These Common Stock Options vest in three installments: 50 percent on June 30, 2015, 25 percent on September 30, 2015, and 25 percent on December 31, 2015.

(4) 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.

(5) Mr. Margolis holds 50% 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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