

Margolis Jeff Eliot  
Form 4  
December 12, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

GLEN ROCK, NJ 07452

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/09/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) SVP, Treas., Sec., CFO

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)
			Code	V	Amount	(D)	Price

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  
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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 Security (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017		J <sup>(1)</sup>	388,687	<sup>(1)</sup>	12/09/2022	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017		G <sup>(2)</sup>	250,000	<sup>(1)</sup>	12/09/2022	Common Stock	2
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017		G <sup>(2)</sup>	250,000	<sup>(1)</sup>	12/09/2022	Common Stock	2
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017		G <sup>(2)</sup>	100,000	<sup>(1)</sup>	12/09/2022	Common Stock	1
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017		G <sup>(2)</sup>	100,000	<sup>(1)</sup>	12/09/2022	Common Stock	1

Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017	<u>G</u> <sup>(2)</sup>	38,687	<u>(1)</u>	12/09/2022	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017	<u>G</u> <sup>(2)</sup>	38,687	<u>(1)</u>	12/09/2022	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017	<u>G</u> <sup>(2)</sup>	38,687	<u>(1)</u>	12/09/2022	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017	<u>G</u> <sup>(2)</sup>	38,687	<u>(1)</u>	12/09/2022	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017	<u>G</u> <sup>(2)</sup>	38,687	<u>(1)</u>	12/09/2022	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 2				<u>(3)</u>	07/26/2022	Common Stock	2
Common Stock Options (to purchase shares of Common Stock)	\$ 2				<u>(4)</u>	06/30/2022	Common Stock	3

Common Stock Options (to purchase shares of Common Stock)	\$ 2	<u>(4)</u>	06/30/2022	Common Stock	2
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9	<u>(5)</u>	01/18/2022	Common Stock	3
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9	<u>(5)</u>	01/18/2022	Common Stock	1
Warrants (right to buy)	\$ 6.9225 <u>(10)</u>	<u>(11)</u>	09/30/2020	Common Stock	2
Warrants (right to buy)	\$ 6.9225 <u>(10)</u>	<u>(11)</u>	09/30/2020	Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(10)</u>	<u>(12)</u>	03/31/2021	Common Stock	4
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(10)</u>	<u>(12)</u>	03/31/2021	Common Stock	
		<u>(12)</u>	03/31/2021		

Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(10)</u>				Common Stock	2
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(10)</u>	<u>(12)</u>	03/31/2021		Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(10)</u>	<u>(13)</u>	08/18/2022		Common Stock	1
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(10)</u>	<u>(13)</u>	08/18/2022		Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(10)</u>	<u>(13)</u>	08/18/2022		Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(10)</u>	<u>(13)</u>	08/18/2022		Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(10)</u>	<u>(13)</u>	08/18/2022		Common Stock	

Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 <u>(10)</u>	<u>(14)</u>	06/30/2022	Common Stock	2
Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 <u>(10)</u>	<u>(14)</u>	06/30/2022	Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 <u>(10)</u>	<u>(14)</u>	06/30/2022	Common Stock	1
Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 <u>(10)</u>	<u>(14)</u>	06/30/2022	Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 16.25 <u>(10)</u>	<u>(15)</u>	07/17/2019	Common Stock	
Common Stock Options (to purchase shares of Common Stock)	\$ 16.25 <u>(10)</u>	<u>(15)</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, SUITE C GLEN ROCK, NJ 07452	X		SVP, Treas., Sec., CFO	

## Signatures

/s/ Jeff Eliot

12/12/2017

Margolis

\*\*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 December 9, 2017, Mr. Margolis forgave all of the accrued but unpaid compensation to which, pursuant to his employment agreement, he was entitled as of September 30, 2017, an aggregate of \$560,876. On that date, the Company granted Mr. Margolis options to purchase 388,687 shares of the Company's common stock, with a black-scholes value of \$1.44 per option and an aggregate value of \$560,876. These Common Stock Options vested upon issuance.
- (2) These dispositions and acquisitions reflect estate planning transactions. These securities are being contributed to trusts for the benefit of Mr. Margolis, his spouse and his children, as specified.
- (3) These Common Stock Options vested in three installments: 25 percent on July 26, 2017 (the grant date), 25 percent on September 30, 2017, and 50 percent on December 31, 2017.
- (4) These Common Stock Options vested upon issuance.
- (5) These Common Stock Options vested in three installments: 25 percent on January 18, 2017 (the grant date), 25 percent on March 31, 2017, and 50 percent on June 30, 2017, and are all currently vested.
- (6) 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.
- (7) 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. 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.
- (8) These securities are held in trusts for the benefit of Mr. Margolis's children. Mr. Margolis is a trustee of these trusts. Mr. 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.
- (9) These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis is a trustee of the trust.
- (10) The exercise price and number of shares of these securities have been adjusted to reflect the Company's 325-to-1 reverse stock split effective September 1, 2016.
- (11) These Warrants were acquired by Mr. Margolis and his spouse 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.
- (12) These Common Stock Options vested 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, and are all currently vested.
- (13) These Common Stock Options vested 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, and are all currently vested.
- (14)

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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.

- (15) 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.

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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