

SAPIRSTEIN JAMES

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 \*  
SAPIRSTEIN JAMES

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)  
12/09/2017

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

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 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  
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)

Edgar Filing: SAPIRSTEIN JAMES - Form 4

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 of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017		<u>J</u> <sup>(1)</sup>		38,114		<u>(1)</u>	12/09/2022	Common Stock	38,114
Common Stock Options (to purchase shares of Common Stock)	\$ 2							<u>(2)</u>	06/30/2022	Common Stock	25,000
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9							<u>(3)</u>	01/18/2022	Common Stock	25,000
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(4)</u>							<u>(5)</u>	03/31/2021	Common Stock	30,770 <u>(4)</u>
Common Stock Options (to purchase shares of	\$ 6.396 <u>(4)</u>							<u>(6)</u>	08/18/2022	Common Stock	9,231 <u>(4)</u>

Common  
Stock)Common  
Stock  
Options(to \$ 8.125  
purchase <sup>(4)</sup>  
shares of  
Common  
Stock)<sup>(7)</sup>

06/30/2022

Common 6,154  
Stock <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAPIRSTEIN JAMES C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C GLEN ROCK, NJ 07452	X			

## Signatures

/s/ James E.  
Sapirstein

12/11/2017

<sup>\*\*</sup>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. Sapirstein forgave all of the accrued but unpaid directors fees to which he was entitled as of September 30, 2017, an aggregate of \$55,000. On that date, the Company granted to Mr. Sapirstein options to purchase 38,114 shares of the Company's common stock, with a black-scholes value of \$1.44 per option and an aggregate value of \$55,000. These Common Stock Options vested upon issuance.
- (2) These Common Stock Options vested upon issuance.
- (3) 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.
- (4) 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, and are all currently vested.
- (5) 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.
- (6) 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.
- (7) The 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.

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.