

CORTEX PHARMACEUTICALS INC/DE/  
Form 8-K  
August 08, 2011

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 8-K

### Current Report

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

August 2, 2011

## CORTEX PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-16467  
(Commission  
File Number)

33-0303583  
(I.R.S. Employer  
Identification No.)

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15241 Barranca Parkway

Irvine, California  
(Address of principal executive offices)

Registrant's telephone number, including area code: (949) 727-3157

92618  
(Zip Code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On August 2, 2011, pursuant to the approval of the Compensation Committee of the Company's Board of Directors, the Company entered into amendments to extend the terms of existing employment agreements with each of (i) Mark A. Varney, Ph.D., the Company's President and Chief Executive Officer, through August 13, 2014, and (ii) Roger G. Stoll, Ph.D., the Company's Executive Chairman, through August 13, 2012. Copies of the amendments are attached hereto as Exhibits 10.123 and 10.124, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired: None.
- (b) Pro Forma Financial Information: None.
- (c) Shell Company Transactions: None.
- (d) Exhibits.

***Exhibit  
Number***

***Description***

10.123	First Amendment dated August 2, 2011 to the Employment Agreement dated December 19, 2008 between the Company and Mark A. Varney, Ph.D.
10.124	Seventh Amendment dated August 2, 2011 to the Employment Agreement dated October 29, 2002 between the Company and Roger G. Stoll, Ph.D.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CORTEX PHARMACEUTICALS, INC.**

/s/ Maria S. Messinger  
Maria S. Messinger  
Vice President, Chief Financial Officer  
and Corporate Secretary

August 8, 2011

**EXHIBIT INDEX**

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