

Margolis Jeff Eliot
Form 4
July 28, 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
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(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)
07/26/2017

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, CFO, Sec. & Treasurer

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	(A) or (D)	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 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)	\$ 2	07/26/2017		A ⁽¹⁾		25,000		⁽¹⁾	07/26/2022	Common Stock	25,000
Common Stock Options (to purchase shares of Common Stock)	\$ 2							⁽²⁾	06/30/2022	Common Stock	30,000
Common Stock Options (to purchase shares of Common Stock)	\$ 2							⁽²⁾	06/30/2022	Common Stock	20,000
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9							⁽³⁾	01/18/2022	Common Stock	35,000
Common Stock Options (to purchase shares of	\$ 3.9							⁽³⁾	01/18/2022	Common Stock	15,000

Common Stock)					
Warrants (right to buy)	\$ 6.9225 <u>(8)</u>	<u>(9)</u>	09/30/2020	Common Stock	2,423 <u>(8)</u>
Warrant (right to buy)	\$ 6.9225 <u>(8)</u>	<u>(9)</u>	09/30/2020	Common Stock	2,423 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	40,000 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	6,154 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	21,539 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	6,154 <u>(8)</u>
Common Stock Options (to purchase shares of Common	\$ 6.396 <u>(8)</u>	<u>(11)</u>	08/18/2022	Common Stock	13,847 <u>(8)</u>

Stock)

Common
Stock
Options(to \$ 6.396
(8)
purchase
shares of
Common
Stock)(11)

08/18/2022

Common
Stock7,693
(8)Common
Stock
Options(to \$ 6.396
(8)
purchase
shares of
Common
Stock)(11)

08/18/2022

Common
Stock7,693
(8)Common
Stock
Options(to \$ 6.396
(8)
purchase
shares of
Common
Stock)(11)

08/18/2022

Common
Stock1,539
(8)Common
Stock
Options(to \$ 8.125
(8)
purchase
shares of
Common
Stock)(12)

06/30/2022

Common
Stock24,616
(8)Common
Stock
Options(to \$ 8.125
(8)
purchase
shares of
Common
Stock)(12)

06/30/2022

Common
Stock6,154
(8)Common
Stock
Options(to \$ 8.125
(8)
purchase
shares of(12)

06/30/2022

Common
Stock13,847
(8)

Common
Stock)Common
Stock
Options(to \$ 8.125
purchase (8)
shares of
Common
Stock)(12)

06/30/2022

Common
Stock1,539
(8)Common
Stock
Options(to \$ 16.25
purchase (8)
shares of
Common
Stock)(13)

07/17/2019

Common
Stock6,994
(8)Common
Stock
Options(to \$ 16.25
purchase (8)
shares of
Common
Stock)(13)

07/17/2019

Common
Stock3,077
(8)Common
Stock
Options(to \$ 16.25
purchase (8)
shares of
Common
Stock)(13)

07/17/2019

Common
Stock1,119
(8)Common
Stock
Options(to \$ 16.25
purchase (8)
shares of
Common
Stock)(13)

07/17/2019

Common
Stock4,196
(8)

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, CFO, Sec. & Treasurer

Signatures

/s/ Jeff Eliot

07/28/2017

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) These Common Stock Options vest 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.
- (2) These Common Stock Options vested upon issuance. 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.
- (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) These securities are held in a trust for the benefit of Mr. Margolis's spouse. Mr. Margolis is a trustee of the trust.

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.
- (5) 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.

These securities are held in trusts for the benefit of Mr. Margolis's children. Mr. Margolis is a trustee of these trusts. Mr. Margolis
- (6) 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.
- (7) These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis's spouse is a trustee of the trust.
- (8) 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.

These Warrants were acquired by Mr. Margolis and his spouse in his capacity as President of Aurora Capital LLC, which served as
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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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