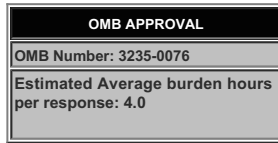


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



1. Issuer's Identity

CIK (Filer ID Number) 0000849636 Previous Name(s) [X] None Entity Type [X] Corporation [ ] Limited Partnership [ ] Limited Liability Company [ ] General Partnership [ ] Business Trust [ ] Other Name of Issuer CORTEX PHARMACEUTICALS INC/DE/ Jurisdiction of Incorporation/Organization DELAWARE Year of Incorporation/Organization [X] Over Five Years Ago [ ] Within Last Five Years (Specify Year) [ ] Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer CORTEX PHARMACEUTICALS INC/DE/ Street Address 1 126 VALLEY ROAD Street Address 2 SUITE C City GLEN ROCK State/Province/Country NEW JERSEY ZIP/Postal Code 07452 Phone No. of Issuer (201) 444-4947

3. Related Persons

Last Name Lippa First Name Arnold Middle Name S. Street Address 1 c/o Cortex Pharmaceuticals, Inc. Street Address 2 126 Valley Road, Suite C City Glen Rock State/Province/Country NEW JERSEY ZIP/Postal Code 07452 Relationship: [X] Executive Officer [X] Director [ ] Promoter Clarification of Response (if Necessary)

4. Industry Group

[ ] Agriculture [ ] Health Care [ ] Retailing [ ] Banking & Financial Services [X] Biotechnology [ ] Restaurants [ ] Health Insurance

- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund
- Other Banking & Financial Services
- Business Services
- Energy
  - Coal Mining
  - Electric Utilities
  - Energy Conservation
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Health Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care
- Manufacturing
- Real Estate
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

## 5. Issuer Size

### Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

### Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)

## 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

## 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
  - Tenant-in-Common Securities
  - Mineral Property Securities
  - Equity
  - Debt
  - Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon \_\_\_\_\_

Exercise of Option, Warrant or Other Right to Acquire Security  Other (describe)

Convertible Preferred Stock

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1000 USD

## 12. Sales Compensation

Recipient Recipient CRD Number  None  
Gelband & Co., Inc. 32599

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
Gelband & Co., Inc. 32599

Street Address 1 Street Address 2  
750 Third Avenue 21st Floor

City State/Province/Country ZIP/Postal Code  
New York NEW YORK 10017

State(s) of Solicitation  All States  Foreign/Non-US  
NEW YORK

Recipient Recipient CRD Number  None  
Mahoney, Kenneth R. 1911756

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
Aurora Capital LLC 37924

Street Address 1 Street Address 2  
17 Park Avenue Suite No. 201

City State/Province/Country ZIP/Postal Code  
New York NEW YORK 10016

State(s) of Solicitation  All States  Foreign/Non-US

- CALIFORNIA
- CONNECTICUT
- DISTRICT OF COLUMBIA
- FLORIDA
- GEORGIA
- LOUISIANA
- MARYLAND
- NEW JERSEY
- NEW YORK
- NORTH CAROLINA

PENNSYLVANIA

VIRGINIA

Recipient

Kelkar, Sachin R.

Recipient CRD Number

None

5191287

(Associated) Broker or Dealer

None

Aurora Capital LLC

(Associated) Broker or Dealer CRD Number

None

37924

Street Address 1

17 Park Avenue

Street Address 2

Suite No. 201

City

New York

State/Province/Country

NEW YORK

ZIP/Postal Code

10016

State(s) of Solicitation

All States

Foreign/Non-US

CALIFORNIA

FLORIDA

NEW YORK

Recipient

H.C. Wainright & Co., LLC

Recipient CRD Number

None

375

(Associated) Broker or Dealer

None

H.C. Wainright & Co., LLC

(Associated) Broker or Dealer CRD Number

None

375

Street Address 1

430 Park Avenue

Street Address 2

4th Floor

City

New York

State/Province/Country

NEW YORK

ZIP/Postal Code

10022

State(s) of Solicitation

All States

Foreign/Non-US

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

The maximum amount of this offering is \$1,500,000. However, the final amount sold may be less.

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

18

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate  
Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

**Part of the Sales Commissions set forth above includes common stock warrants, the value of which are estimated.**

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

**\$150,000 of the gross proceeds of the offering will be used to repay loans to the company by an entity controlled by Mr. Lipa.**

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
--------	-----------	----------------	-------	------

<b>CORTEX PHARMACEUTICALS INC/DE/</b>	<b>Arnold S. Lippa</b>	<b>Arnold S. Lippa</b>	<b>Chairman and Chief Executive Officer</b>	<b>2014-04-01</b>
---	----------------------------	----------------------------	---	-------------------