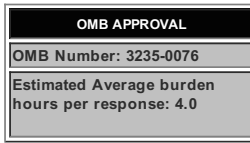


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



1. Issuer's Identity

CIK (Filer ID Number) 000849636 Previous Name(s) [None] Entity Type [Corporation] Name of Issuer CORTEX PHARMACEUTICALS INC/DE/ Jurisdiction of Incorporation/Organization DELAWARE Year of Incorporation/Organization [Over Five Years Ago]

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: [Executive Officer] [Director] [Promoter] Clarification of Response (if Necessary) Executive Chairman and Chief Executive Officer, Member of the Board of Directors

Last Name Weingarten First Name Robert Middle Name N. Street Address 1 c/o Cortex Pharmaceuticals, Inc. Street Address 2 126 Valley Road, Suite C

City State/Province/Country ZIP/Postal Code  
Glen Rock NEW JERSEY 07452

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Chief Financial Officer and Member of the Board of Directors

Last Name First Name Middle Name  
Margolis Jeff E.

Street Address 1 Street Address 2  
c/o Cortex Pharmaceuticals, Inc. 126 Valley Road, Suite C

City State/Province/Country ZIP/Postal Code  
Glen Rock NEW JERSEY 07452

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President, Treasurer, Secretary and Member of the Board of Directors

Last Name First Name Middle Name  
Sapirstein James E.

Street Address 1 Street Address 2  
c/o Cortex Pharmaceuticals, Inc. 126 Valley Road, Suite C

City State/Province/Country ZIP/Postal Code  
Glen Rock NEW JERSEY 07452

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Member of the Board of Directors

Last Name First Name Middle Name  
MacFarlane Kathryn

Street Address 1 Street Address 2  
c/o Cortex Pharmaceuticals, Inc. 126 Valley Road, Suite C

City State/Province/Country ZIP/Postal Code  
Glen Rock NEW JERSEY 07452

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Member of the Board of Directors

Last Name First Name Middle Name  
Purcell Richard

Street Address 1

Street Address 2

c/o Cortex Pharmaceuticals, Inc.

126 Valley Road, Suite C

City

State/Province/Country

ZIP/Postal Code

Glen Rock

NEW JERSEY

07452

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Senior Vice President of Research and Development

#### 4. Industry Group

Agriculture

**Banking & Financial Services**

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 Care**

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

**Real Estate**

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

**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)

## 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     Equity
- Tenant-in-Common Securities     Debt
- Mineral Property Securities     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 Notes and Warrants  
and Underlying Common 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    \$  USD

## 12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text" value="Gelband &amp; Co., Inc."/>	<input type="text" value="32599"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text" value="Gelband &amp; Co., Inc."/>	<input type="text" value="32599"/>	
Street Address 1	Street Address 2	
<input type="text" value="750 Third Avenue"/>	<input type="text" value="21st Floor"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="New York"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10017"/>
State(s) of Solicitation	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US
<input type="text" value="NEW YORK"/>		

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text" value="Aurora Capital LLC"/>	<input type="text" value="37924"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text" value="Aurora Capital LLC"/>	<input type="text" value="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

ARIZONA

CALIFORNIA

COLORADO

CONNECTICUT

DISTRICT OF  
COLUMBIA

FLORIDA

GEORGIA

ILLINOIS

LOUISIANA

MARYLAND

MASSACHUSETTS

MICHIGAN

MINNESOTA

NEW  
HAMPSHIRE

NEW JERSEY

NEW YORK

NORTH  
CAROLINA

OHIO

OKLAHOMA

OREGON

PENNSYLVANIA

TEXAS

UTAH

VERMONT

VIRGINIA

WASHINGTON

### 13. Offering and Sales Amounts

Total Offering Amount \$ 1000000 USD  Indefinite

Total Amount Sold \$ 238500 USD

Total Remaining to be Sold \$ 761500 USD  Indefinite

Clarification of Response (if Necessary)

## 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:

## 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)

**Commissions paid were \$16,695 in cash and 477,000 warrants**

## 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)

## 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. Lipka</b>	<b>Arnold S. Lipka</b>	<b>Chairman and Chief Executive Officer</b>	<b>2014-11-17</b>