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**UNITED STATES  
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): January 4, 2021

**RESPIRERX 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.)

126 Valley Road, Suite C  
Glen Rock, New Jersey  
(Address of principal executive offices)

07452  
(Zip Code)

Registrant's telephone number, including area code: (201) 444-4947

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 4, 2021, RespireRx Pharmaceuticals Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Sixth Certificate of Amendment (the “Amendment”) to its Second Restated Certificate of Incorporation. The Amendment effected a ten-to-one (10 to 1) reverse stock split of all of the outstanding shares of common stock of the Company, par value \$0.001 per share. The reverse stock split is effective as of 5:00 p.m. Eastern Time on January 5, 2021. A certified copy of the Amendment has been provided to the Financial Industry Regulatory Authority, Inc. (“FINRA”) in order for it to issue appropriate notifications to the market to allow for the stock to trade on a post-reverse stock split basis upon market open on Wednesday, January 6, 2021. For twenty (20) business days following the effective date of the reverse stock split, the Company’s ticker symbol, currently “RSPI,” will have a “D” appended to it, and will temporarily be traded under the ticker symbol “RSPID”.

The Amendment was previously approved by the Company’s stockholders at a special meeting of stockholders held on November 24, 2020.

The above description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K.

The press release announcing the reverse stock split is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit Description</b>
3.1	<a href="#">Sixth Certificate of Amendment of the Second Restated Certificate of Incorporation of RespireRx Pharmaceuticals Inc.</a>
99.1*	<a href="#">Press release dated January 5, 2021</a>

\* Furnished herewith

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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.

Date: January 5, 2021

RESPIRERX PHARMACEUTICALS INC.  
(Registrant)

By: /s/ Jeff E. Margolis

Jeff E. Margolis  
SVP, CFO, Secretary and Treasurer

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**Sixth Certificate of Amendment  
of  
Second Restated Certificate of Incorporation  
of  
RespireRx Pharmaceuticals Inc.**

RespireRx Pharmaceuticals Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), hereby adopts this Sixth Certificate of Amendment (this “Certificate of Amendment”), which amends its Second Restated Certificate of Incorporation (as amended by the Certificate of Designation filed March 14, 2014, the Certificate of Amendment filed April 17, 2014, the Second Certificate of Amendment filed December 16, 2015, the Third Certificate of Amendment filed September 1, 2016, the Fourth Certificate of Amendment filed April 30, 2020, the Certificate of Designation filed July 13, 2020 as amended on September 30, 2020, and the Fifth Certificate of Amendment filed November 24, 2020, the “Certificate of Incorporation”) as described below, and does hereby further certify that:

1. The Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the amendment to the Certificate of Incorporation described herein, and the Corporation’s stockholders duly adopted such amendment, all in accordance with the provisions of Section 242 of the DGCL.

2. Article Fourth of the Certificate of Incorporation is hereby amended by:

(i) adding the following paragraph to succeed paragraph (A)(2) of such article and to precede current paragraph (A)(3) of such article:

(3) Effective as of 5:00 p.m. Eastern Standard Time on January 5, 2021 (the “Effective Time”), such date being the business day immediately following the date of the filing of this Certificate of Amendment with the Secretary of State of the State of Delaware, each ten (10) outstanding shares of the Corporation’s Common Stock shall automatically and without any action on the part of the respective holders thereof be exchanged and combined into one (1) share of Common Stock. No fractional shares shall be issued in connection with the exchange. Any fractional shares resulting from the reverse stock split will not be issued but will be paid out in cash (without interest or deduction) in an amount equal to the number of shares exchanged into such fractional share multiplied by the average closing trading price of our Common Stock on the OTC Pink Market for the five trading days immediately before the Effective Time.

(ii) changing the paragraph number at the beginning of current paragraph (A)(3) from “(3)” to “(4)”.

3. All other provisions of the Certificate of Incorporation hereby remain in full force and effect.

By: \_\_\_\_\_  
Name: Jeff Margolis  
Title: Senior Vice President, Chief Financial Officer,  
Treasurer and Secretary

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### **RespireRx Pharmaceuticals Inc. Announces 10 to 1 Reverse Stock Split**

Glen Rock, N.J., January 5, 2021 /Globe Newswire – RespireRx Pharmaceuticals Inc. (OTCQB: RSPI) (“RespireRx” or the “Company” or “we”), has, on January 4, 2021, filed with the Secretary of State of the State of Delaware a Sixth Certificate of Amendment (the “Amendment”) to its Second Restated Certificate of Incorporation. The Amendment effected a ten-to-one (10 to 1) reverse stock split of all of the outstanding shares of common stock of the Company, par value \$0.001 per share. The reverse stock split is effective as of 5:00 p.m. Eastern Time on January 5, 2021. A certified copy of the Amendment has been provided to the Financial Industry Regulatory Authority, Inc. (“FINRA”) in order for it to issue appropriate notifications to the market to allow for the stock to trade on a post-reverse stock split basis upon the OTC market opening on Wednesday, January 6, 2021. For twenty (20) business days following the effective date of the reverse stock split, the Company’s ticker symbol, currently “RSPI,” will have a suffix “D” appended to it and will temporarily be traded under the ticker symbol “RSPID”.

The Amendment was previously approved by the Company’s stockholders at a special meeting of stockholders held on November 24, 2020.

The above description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is attached as Exhibit 3.1 to the Company’s report on Form 8-K filed with The Securities and Exchange Commission on January 5, 2021.

### **About RespireRx Pharmaceuticals Inc.**

The mission of the Company is to develop innovative and revolutionary treatments to combat disorders caused by disruption of neuronal signaling. We are developing treatment options that address conditions that affect millions of people, but for which there are limited or poor treatment options, including obstructive sleep apnea (“OSA”), attention deficit hyperactivity disorder (“ADHD”) epilepsy, chronic pain, including inflammatory and neuropathic pain, recovery from spinal cord injury (“SCI”), as well as other areas of interest based on results of animal studies to date.

RespireRx is developing a pipeline of new drug products based on our broad patent portfolios across two distinct drug platforms:

- (i) ResolutionRx, our pharmaceutical cannabinoids platform including dronabinol (a synthetic form of  $\Delta^9$ -tetrahydrocannabinol (“ $\Delta^9$ -THC”)), which acts upon the nervous system’s endogenous cannabinoid receptors, and
- (ii) EndeavourRx, our neuromodulators platform is made up of two programs: (a) our ampakines program, including proprietary compounds that are positive allosteric modulators (“PAMs”) of AMPA-type glutamate receptors to promote neuronal function and (b) our GABA<sub>A</sub> program, including proprietary compounds that are PAMs of GABA<sub>A</sub> receptors, which was recently established pursuant to our entry into a patent license agreement with the University of Wisconsin-Milwaukee Research Foundation, Inc., an affiliate of the University of Wisconsin-Milwaukee,

Management believes that there are advantages to separating these platforms formally into newly formed subsidiaries, including but not limited to optimizing their asset values through separate finance channels and making them more attractive for capital raising as well as for strategic deal making. The Company is also engaged in a number of business development efforts (licensing/sub-licensing, joint venture and other commercial structures) with a view to securing strategic partnerships that represent strategic and operational infrastructure additions, as well as cash and in-kind funding opportunities. These efforts have focused on, but have not been limited to, transacting with brand and generic pharmaceutical and biopharmaceutical companies as well as companies with potentially useful formulation or manufacturing capabilities, significant subject matter expertise and financial resources. No assurance can be given that any transaction will come to fruition and that if it does, that the terms will be favorable to the Company.

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Additional information about the Company and the matters discussed herein can be obtained on the Company's web-site at [www.RespireRx.com](http://www.RespireRx.com) or in the Company's filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

### **Cautionary Note Regarding Forward-Looking Statements**

*This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Company intends that such forward-looking statements be subject to the safe harbor created thereby. These might include statements regarding the Company's future plans, targets, estimates, assumptions, financial position, need for, and availability of, additional financing, business strategy and other plans and objectives for future operations, and assumptions and predictions about research and development efforts, including, but not limited to, preclinical and clinical research design, execution, timing, costs and results, future product demand, supply, manufacturing, costs, marketing and pricing factors.*

*In some cases, forward-looking statements may be identified by words including "assumes," "could," "ongoing," "potential," "predicts," "projects," "should," "will," "would," "anticipates," "believes," "intends," "estimates," "expects," "plans," "contemplates," "targets," "continues," "budgets," "may," or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. Forward-looking statements are based on information available at the time the statements are made and involve known and unknown risks, uncertainties and other factors that may cause our results, levels of activity, performance or achievements to be materially different from the information expressed or implied by the forward-looking statements in this announcement.*

*These factors include but are not limited to, regulatory policies or changes thereto, available cash, research and development results, issuance of patents, competition from other similar businesses, interest of third parties in collaborations with us, and market and general economic factors, and other risk factors disclosed in our Form 10-K for the year ended December 31, 2019, our Form S-1 filed on October 14, 2020, as amended and supplemented, and in our Form 10-Q for the quarter ended September 30, 2020. These risks and uncertainties are not exclusive and further information concerning us and our business, including factors that potentially could materially affect our financial results or condition, may emerge from time to time.*

*You should read these risk factors and the other cautionary statements made in the Company's filings as being applicable to all related forward-looking statements wherever they appear in in this press release. We cannot assure you that the forward-looking statements in this press release will prove to be accurate and therefore prospective investors are encouraged not to place undue reliance on forward-looking statements. Other than as required by law, we undertake no obligation to update or revise these forward-looking statements, even though our situation may change in the future.*

*This discussion should be read in conjunction with our consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2019 and in our condensed consolidated financial statements (unaudited) and notes thereto included in our Form 10-Q for the quarter ended September 30, 2020.*

**Company Contact:**

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