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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): July 27, 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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| 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 1.01 Entry into a Material Definitive Agreement.**Commitment Note Amendment

Effective as of July 27, 2021, RespireRx Pharmaceuticals Inc. (the “Company”) and White Lion Capital, LLC (“White Lion”) entered into an amendment (the “Note Amendment”) to that certain 8% Fixed Promissory Note, dated as of July 28, 2020, as amended on September 30, 2020 (as amended, the “Commitment Note”), issued by the Company for the benefit of White Lion. The Note Amendment changes the maturity date of the Commitment Note from July 28, 2021 to December 1, 2021, and in consideration therefor, increases the total principal amount from \$40,000 to \$45,000 and the currently outstanding principal amount from \$15,000 to \$20,000.

The foregoing description of the Note Amendment does not purport to be complete and is qualified in its entirety by reference to the Note Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**Approval of Amendment of the Amended and Restated 2015 Stock and Stock Option Plan

On July 29, 2021, the Board of Directors of the Company approved the adoption of the Sixth Amendment (the “Sixth Amendment”) of the Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan (the “2015 Plan”). The Sixth Amendment increases the number of shares issuable under the 2015 Plan by 7,000,000, from 15,898,526 to 22,898,526. Other than the change in the number of shares available under the 2015 Plan, no other changes were made to the 2015 Plan by the Sixth Amendment.

The 2015 Plan provides for the issuance of shares of the Company’s common stock, in the form of stock grants and options to directors, officers, employees, consultants and other service providers of the Company. The Company has not submitted, and currently does not intend to submit, the 2015 Plan for stockholder approval. Accordingly, the 2015 Plan does not contemplate the issuance of Incentive Stock Options. The foregoing description of the 2015 Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the 2015 Plan, as amended. Prior to the approval of any amendments to the 2015 Plan, a copy of the 2015 Plan was filed by the Company on April 6, 2016, as Exhibit 10.1 to a Current Report on Form 8-K and is incorporated herein by reference. A copy of the First Amendment of the 2015 Plan was filed by the Company on January 23, 2017, as Exhibit 10.1 to a Current Report on Form 8-K and is incorporated herein by reference. A copy of the Second Amendment of the 2015 Plan was filed by the Company on December 14, 2017, as Exhibit 10.3 to a Current Report on Form 8-K and is incorporated herein by reference. A copy of the Third Amendment of the 2015 Plan was filed by the Company on January 4, 2019, as Exhibit 99.4 to a Current Report on Form 8-K and is incorporated herein by reference. A copy of the Fourth Amendment of the 2015 Plan was filed by the Company on May 6, 2020, as Exhibit 99.7 to a Current Report on Form 8-K and is incorporated herein by reference. A copy of the Fifth Amendment of the 2015 Plan was filed by the Company on August 3, 2020, as Exhibit 99.14 to a Current Report on Form 8-K and is incorporated herein by reference. A copy of the Sixth Amendment is attached as Exhibit 99.8 to this Current Report on Form 8-K and is incorporated herein by reference.

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## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Exhibit Description</b>   |
|--------------------|--|
| 99.1*              | <a href="#"><u>Amendment No. 2 to 8% Fixed Promissory Note, dated July 27, 2021.</u></a>   |
| 99.2               | <a href="#"><u>Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (file no. 001-16467) filed on April 6, 2016).</u></a>                             |
| 99.3               | <a href="#"><u>First Amendment of the Amended and Restated RespireRx Pharmaceuticals, Inc. 2015 Stock and Stock Option Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (file no. 001-16467) filed on January 23, 2017).</u></a>  |
| 99.4               | <a href="#"><u>Second Amendment of the Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (file no. 001-16467) filed on December 14, 2017).</u></a> |
| 99.5               | <a href="#"><u>Third Amendment of the Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan (incorporated by reference to Exhibit 99.4 of the Company's Current Report on Form 8-K (file no. 001-16467) filed on January 4, 2019).</u></a>    |
| 99.6               | <a href="#"><u>Fourth Amendment of Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan (incorporated by reference to Exhibit 99.7 of the Company's Current Report on Form 8-K (file no. 001-16467) filed on May 6, 2020).</u></a>           |
| 99.7               | <a href="#"><u>Fifth Amendment of Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan (incorporated by reference to Exhibit 99.14 of the Company's Current Report on Form 8-K (file no. 001-16467) filed on August 3, 2020).</u></a>        |
| 99.8*              | <a href="#"><u>Sixth Amendment of Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan.</u></a>  |

\* Filed 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: July 30, 2021

RESPIRERX PHARMACEUTICALS INC.  
(Registrant)

By: /s/ Jeff E. Margolis

Jeff E. Margolis  
SVP, CFO, Secretary and Treasurer

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## AMENDMENT No. 2

To

## 8% FIXED PROMISSORY NOTE

This Amendment No. 2 to 8% Fixed Promissory Note (this "Amendment"), effective as of July 27, 2021 (the "Effective Date"), is made by and among RespireRx Pharmaceuticals Inc., a Delaware corporation (the "Company") and White Lion Capital LLC, a Nevada limited liability company (the "Investor").

**WHEREAS**, Company and Investor (collectively, the "Parties") are parties to that certain 8% Fixed Promissory Note, dated July 28, 2020, as amended on September 30, 2020 (the "Note");

**WHEREAS**, the Parties desire to amend the Note to increase the principal amount by \$5,000 from \$40,000 to \$45,000, and therefore, the remaining principal amount from \$15,000 to \$20,000; and

**WHEREAS**, the Parties also desire to amend the maturity date from July 28, 2021 to December 1, 2021.

**NOW, THEREFORE**, in consideration of the mutual covenants and promises contained in the Note and this Amendment and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

**1. Amendments**

(a) The heading of the Note is hereby amended and restated in its entirety to read as follows:

**"Principal Amount: \$45,000"**

(b) The second paragraph of the prefatory language of the Note is hereby amended and restated in its entirety to read as follows:

"THIS NOTE is a duly authorized Fixed Promissory Note of RespireRx Pharmaceuticals Inc. (the "**Company**"), designated as the Company's 8% Fixed Promissory Note due December 1, 2021 ("**Maturity Date**") in the principal amount of \$45,000 (the "**Note**")."

(c) The definition of the term "**Principal Sum**" in the definitions section of the Note is hereby amended and restated in its entirety to read as follows:

**"Principal Sum"** shall mean the original principal amount of this Note of \$45,000 as reduced by any conversions."

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(d) The parenthetical in the first line of the Form of Conversion Notice attached as Exhibit A to the Note (the “**Notice**”) is hereby amended and restated in its entirety to read as follows:

“(To be executed by the Holder in order to convert all or part of that certain 8% \$45,000 Fixed Promissory Note identified as the Note)”

(e) The subject line of the Notice is hereby amended and restated in its entirety to read as follows:

“Re: 8% \$45,000 Fixed Promissory Note (this “Note”) originally issued by RespireRx Pharmaceuticals, Inc., a Delaware corporation, to White Lion Capital on July 28, 2020.”

2. **Outstanding Principal Amount.** The parties hereby acknowledge that as of the Effective Date, the outstanding principal amount of the Note is \$20,000.

**Timing of Payment.** For the purposes of Rule 144 under the Securities Act of 1933, as amended, the Company acknowledges that it issued to the Investor, for value received, \$25,000 of the Principal Amount on July 28, 2020, \$15,000 of the Principal Amount on September 30, 2020, and \$5,000 on July 27, 2021.

3. **Miscellaneous.**

(a) **Effect of this Amendment.** Except as amended hereby, the existing Note is in all respects ratified and confirmed, and all of the terms, provisions and conditions thereof shall be and remain in full force and effect and are hereby incorporated by reference, except as modified, amended and/or restated as set forth herein. In the event of any inconsistency or conflict between the provisions of the Note and this Amendment, the provisions of this Amendment will prevail and govern. All references to the existing Note shall hereinafter refer to the existing Note as amended by this Amendment.

(b) **Governing Law.** This Amendment Agreement, and the rights and obligations of the parties hereunder, will be governed, construed and interpreted in accordance with the laws of the State of Delaware, without giving effect to principles of conflicts of law.

(c) **Entire Agreement.** This Amendment and the Note constitute the entire agreement of the Parties with respect to the subject matter hereof and supersede all prior understandings and writings between the Parties relating thereto.

(d) **Further Assurances.** The parties agree to execute such further documents and instruments and to take such further actions as may be reasonably necessary to carry out the purposes and intent of this Amendment.

(e) **Counterparts.** This Amendment may be executed in counterparts and delivered by facsimile or any similar electronic transmission device, each of which shall be deemed an original, but all of which shall be considered one and the same agreement.

*[Signature page follows]*

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IN WITNESS WHEREOF, the Company has duly executed this Amendment with effect as of the Effective Date.

**RESPIRERX PHARMACEUTICALS INC.**

By: /s/ Jeff E. Margolis  
Name: Jeff E. Margolis  
Title: Senior Vice President, Chief Financial Officer, Treasurer  
and Secretary

**Agreed and Accepted:**

**WHITE LION CAPITAL LLC**

By: /s/ Yash Thukral  
Name: Yash Thukral  
Title: Managing Member

*[Signature Page to 2020 Note Amendment]*

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**SIXTH AMENDMENT OF THE  
AMENDED AND RESTATED RESPIRERX PHARMACEUTICALS INC.  
2015 STOCK AND STOCK OPTION PLAN**

This Sixth Amendment (the “Amendment”) of the Amended and Restated RespireRx Pharmaceuticals Inc. 2015 Stock and Stock Option Plan (the “Plan”) of RespireRx Pharmaceuticals Inc. (the “Company”) is made pursuant to a unanimous written consent of the Company’s Board of Directors (the “Board”) as of July 29, 2021.

WHEREAS, the Plan was adopted by the Board on March 31, 2016 and, as adopted, provided for a maximum of 500,000,000 shares of the Company’s common stock, \$0.001 par value per share (“Common Stock”), to be issued under the Plan;

WHEREAS, on September 1, 2016, the Company effected a 325-to-1 reverse stock split of its issued and outstanding shares of Common Stock (the “1<sup>st</sup> Reverse Stock Split”);

WHEREAS, as a consequence of the 1<sup>st</sup> Reverse Stock Split and pursuant to the term of the Plan, the total number of shares available for future distribution under the Plan and covered by each outstanding award under the Plan was automatically adjusted for the 1<sup>st</sup> Reverse Stock Split, and such adjustment effectively reduced the aggregate number of shares that could be awarded under the Plan from 500,000,000 to 1,538,461 on a post 1st Reverse Stock Split basis;

WHEREAS, on January 17, 2017, the Board, acting by unanimous written consent, increased the shares available under the Plan by 1,500,000 shares, to an aggregate total of 3,038,461;

WHEREAS, on December 9, 2017, the Board, acting by unanimous written consent, increased the shares available under the Plan by 3,946,799 shares, to an aggregate total of 6,985,260;

WHEREAS, on December 28, 2018, the Board, acting by unanimous written consent, increased the shares available under the Plan by 2,000,000 shares, to an aggregate total of 8,985,260; and

WHEREAS, on May 5, 2020, the Board, acting by unanimous written consent, increased the shares available under the Plan by 50,000,000 shares, to an aggregate total of 58,985,260.

WHEREAS, on July 31, 2020, the Board, acting by unanimous written consent, increased the shares available under the Plan by 100,000,000 shares, to an aggregate total of 158,985,260.

WHEREAS, on January 5, 2021, the Company effected a 10-to-1 reverse stock split of its issued and outstanding shares of Common Stock (the “2<sup>nd</sup> Reverse Stock Split”);

WHEREAS, as a consequence of the 2<sup>nd</sup> Reverse Stock Split and pursuant to the term of the Plan, the total number of shares available for future distribution under the Plan and covered by each outstanding award under the Plan was automatically adjusted for the 2<sup>nd</sup> Reverse Stock Split, and such adjustment effectively reduced the aggregate number of shares that could be awarded under the Plan from 158,985,260 to 15,898,526 on a post 2<sup>nd</sup> Reverse Stock Split basis;

WHEREAS, on July 29, 2021, the Board, acting by unanimous written consent, increased the shares available under the plan by 7,000,000 shares, to an aggregate of 22,898,526.

NOW, THEREFORE, as of July 29, 2021, the first sentence of the section of the Plan entitled “Stock Subject to the Plan” is deleted in its entirety and replaced with the sentence:

“Subject to the provisions of Section 11 below, the maximum aggregate number of Shares that may be issued under the Plan (as adjusted for the Company’s 325-to-1 reverse stock split effected on September 1, 2016 and the Company’s 10-to-1 reverse stock split effected on January 5, 2021) is 22,898,526 Shares, all of which may be issued pursuant to Non-Statutory Stock Options, Restricted Stock, or as Stock Grants.”

All other aspects of the Plan remain unchanged and are hereby confirmed.

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