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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): April 1, 2022

**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.**

Promissory Note Amendment

Amendment No. 1 to Promissory Note. On April 1, 2022, effective as of March 31, 2022, the Company and EMA Financial, LLC entered into a first amendment to that certain Promissory Note dated March 31, 2021 (“Note”) referred to herein as “Note Amendment No. 1.” Note Amendment No. 1 changes the maturity date of the Note to July 31, 2022, increases the guaranteed interest to \$15,000.00. In addition, the references to the state courts located in New York, NY or federal courts located in New York, NY in Section 4.6 of the Note were replaced with “Court of Chancery of the State of Delaware or, to the extent such court does not have subject matter jurisdiction, the United States District Court for the District of Delaware or, to the extent that neither of the foregoing courts has jurisdiction, the Superior Court of the State of Delaware.”

The foregoing description of the Note Amendment No. 1 does not purport to be complete and is qualified in its entirety by reference to Note Amendment No. 1, 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 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1*	<a href="#">Amendment No. 1 to Promissory Note</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* 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: April 4, 2022

RESPIRERX PHARMACEUTICALS INC.  
(Registrant)

By: /s/ Jeff Eliot Margolis

Jeff E. Margolis

SVP, CFO, Secretary and Treasurer

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**FIRST AMENDMENT TO THE PROMISSORY NOTE ISSUED ON MARCH 31, 2021**

THIS FIRST AMENDMENT to the Note (as defined below) (the “Amendment”) is entered into on April 1, 2022, but made effective as of March 31, 2022, by and between RespireRx Pharmaceuticals Inc., a Delaware corporation (the “Company”), and EMA Financial, LLC, a Delaware limited liability company (the “Holder”) (each the Company and the Holder a “Party” and collectively the “Parties”).

**BACKGROUND**

A. The Company and Holder are the parties to that certain securities purchase agreement (the “SPA”) dated March 31, 2021, pursuant to which the Company issued to Holder a promissory note on even date in the original principal amount of \$112,500.00 (as amended from time to time, the “Note”); and

B. The Parties desire to amend the Note as set forth expressly below.

NOW THEREFORE, in consideration of the execution and delivery of the Amendment and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. The Maturity Date (as defined in the Note) of the Note shall be extended to July 31, 2022.
2. The reference to “first twelve months of interest (equal to \$11,250.00)” in the first paragraph of page 1 of the Note shall be replaced with “first sixteen months of interest (equal to \$15,000.00)”.
3. The reference to “state courts located in New York, NY or federal courts located in New York, NY” in Section 4.6 of the Note shall be replaced with “Court of Chancery of the State of Delaware or, to the extent such court does not have subject matter jurisdiction, the United States District Court for the District of Delaware or, to the extent that neither of the foregoing courts has jurisdiction, the Superior Court of the State of Delaware”.
4. This Amendment shall be governed by Section 4.6 of the Note (as amended).
5. This Amendment shall be deemed part of, but shall take precedence over and supersede any provisions to the contrary contained in the Note. Except as specifically modified hereby, all of the provisions of the Note, which are not in conflict with the terms of this Amendment, shall remain in full force and effect.

*[Signature page to follow]*

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

**RespireRx Pharmaceuticals Inc.**

**EMA Financial, LLC**

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

By: /s/ Felicia Preston  
Name: Felicia Preston  
Title: Director