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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): May 11, 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

First Amendment to the Promissory Note Issued on March 31, 2021. On May 11, 2022, effective as of April 30, 2022, the Company and Labrys Fund, LP entered into a first amendment to that certain Promissory Note dated April 30, 2021 (“Note”) referred to herein as “First Amendment to the Promissory Note.” The First Amendment to the Promissory Note changes the maturity date of the Note to July 31, 2022.

The foregoing description of the First Amendment to the Promissory Note does not purport to be complete and is qualified in its entirety by reference to the First Amendment to the Promissory Note, 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="#">First Amendment to the Promissory Note 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: May 16, 2022

RESPIRERX PHARMACEUTICALS INC.  
(Registrant)

By: /s/ Jeff E. 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 May 11, 2022, but made effective as of April 30, 2022, by and between RespireRx Pharmaceuticals Inc., a Delaware corporation (the “Company”), and Labrys Fund, LP, a Delaware limited partnership (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 April 30, 2021, pursuant to which the Company issued to Holder a promissory note on even date in the original principal amount of \$150,000.00 (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. This Amendment shall be governed by Section 4.6 of the Note (as amended).

3. 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.**

**Labrys Fund, LP**

By: /s/ Jeff Eliot Margolis

By: /s/ Thomas Silverman

Name: Jeff Margolis

Name: Thomas Silverman

Title: Senior Vice President, Chief Financial Officer,  
Treasurer and Secretary

Title: Managing Member