

RespireRx Pharmaceuticals Inc.
Form 4
April 11, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MANUSO JAMES S J

2. Issuer Name and Ticker or Trading Symbol
RespireRx Pharmaceuticals Inc.
[RSPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

C/O RESPIRERX
PHARMACEUTICALS INC., 126
VALLEY ROAD, SUITE C
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLEN ROCK, NJ 07452

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/07/2016 | | J ⁽¹⁾ | | 11,887,779 | A | (1) |
| | | | | | 23,775,558 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying (Instr. 3) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|--------------------------------|
| | | | | Code | V | (A) | (D) | Title |
| Common Stock Warrants (right to buy) | <u>(2)</u> | 04/07/2016 | | <u>J</u> ⁽¹⁾ | | 23,775,558 | 08/28/2015 09/30/2020 | Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.015 | 04/07/2016 | | <u>J</u> ⁽¹⁾ | 11,887,779 | | 04/07/2016 09/30/2020 | Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.02 | | | | | | 02/04/2016 02/04/2019 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0227 | | | | | | <u>(3)</u> 03/31/2021 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | | | | | | <u>(4)</u> 08/18/2025 | Common Stock |
| Common Stock Options (to purchase shares of Common Stock) | \$ 0.0197 | | | | | | <u>(4)</u> 08/18/2025 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANUSO JAMES S J C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C GLEN ROCK, NJ 07452 | X | | Preident & CEO | |

Signatures

/s/ James S. J.
Manuso

04/11/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On April 7, 2016, the reporting person exchanged, pursuant to an Exchange Agreement, (i) existing Warrants to acquire 23,775,558 shares of Company Common Stock and (ii) cash in the amount of \$178,317 for (i) new Warrants to purchase 11,887,779 shares of the Company's Common Stock and (ii) 11,887,779 shares of Common Stock. The original Warrants were not exercised, in whole or in part, but were exchanged pursuant to the terms of the Exchange Agreement.

(2) The reported securities were included within 11,887,779 units purchased by the reporting person for \$0.02103 per unit. Each unit consisted of one share of Common Stock and one warrant to purchase two additional shares of Common Stock with an exercise price of \$0.02103 for each share of Common Stock to be issued upon exercise of the warrant.

(3) These Common Stock Options vest in four equal installments: 25 percent on March 31, 2016 (the grant date), 25 percent on June 30, 2016, 25 percent on September 30, 2016, and 25 percent on December 31, 2016.

(4) These Common Stock Options vest in three installments: 50 percent on August 18, 2015 (the grant date), 25 percent on February 18, 2016, and 25 percent on August 18, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.