RespireRx Pharmaceuticals Inc.

Form 4 July 06, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Purcell Richard David Jr.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

RespireRx Pharmaceuticals Inc.

[RSPI]

(Check all applicable)

SVP - Research and Development

10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction

X\_ Officer (give title Other (specify below)

(Month/Day/Year) 06/30/2017

C/O RESPIRERX PHARMACEUTICALS INC., 126

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Director

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

GLEN ROCK, NJ 07452

VALLEY ROAD, SUITE C

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: RespireRx Pharmaceuticals Inc. - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Α) (Γ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options (to purchase shares of	\$ 2	06/30/2017		A	40,000	<u>(1)</u>	06/30/2022	common stock	40,000
Common Stock)									
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9					<u>(2)</u>	01/17/2022	common stock	40,000
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 (3)					<u>(4)</u>	03/31/2021	common stock	61,539
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 (3)					<u>(5)</u>	08/18/2022	common stock	9,231 (3)
Common Stock Options (to purchase shares of	\$ 8.125 (3)					<u>(6)</u>	06/30/2022	common stock	6,154 ( <u>3)</u>

Common Stock)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Purcell Richard David Jr. C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C GLEN ROCK, NJ 07452

SVP - Research and Development

#### **Signatures**

/s/ Richard D. 07/05/2017 Purcell, Jr.

\*\*Signature of Reporting Date
Person

## **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) These Common Stock Options vested upon issuance.
- (2) These Common Stock Options vested in three installments: 25 percent on January 18, 2017 (the grant date), 25 percent on March 31, 2017, and 50 percent on June 30, 2017, and are all currently vested.
- (3) The exercise price and number of shares of these securities have been adjusted to reflect the Company's 325-to-1 reverse stock split effective September 1, 2016.
- (4) These Common Stock Options vested 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, and are all currently vested.
- (5) These Common Stock Options vested in four equal installments: 25 percent on December 31, 2015, 25 percent on March 31, 2016, 25 percent on June 30, 2016, and 25 percent on September 30, 2016, and are all currently vested.
- (6) The Common Stock Options vested in three installments: 50 percent on June 30, 2015, 25 percent on September 30, 2015, and 25 percent on December 31, 2015, and are all currently vested.

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.

Reporting Owners 3