

CORTEX PHARMACEUTICALS INC/DE/  
Form 8-K  
December 05, 2005

---

**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)

December 1, 2005

**CORTEX 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.)

**15241 Barranca Parkway**

**Irvine, California**  
(Address of principal executive offices)

**92618**  
(Zip Code)

Registrant's telephone number, including area code: (949) 727-3157

N/A

(Former name or former address, if changed since last report.)

Edgar Filing: CORTEX PHARMACEUTICALS INC/DE/ - Form 8-K

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))
-

**Item 5.02** **Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(d) At a meeting of the Company's Board of Directors held on December 1, 2005, the Company elected John Jack Benedik as an independent director to fill a vacancy on the Board of Directors. The vacancy resulted from the Board of Directors' approval to increase its size from seven members to eight members. Additionally, the Board of Directors appointed Mr. Benedik as the Chairman of the Company's Audit Committee. There is no arrangement or understanding pursuant to which Mr. Benedik was selected as a director.

A copy of the Company's press release announcing Mr. Benedik's appointment is attached as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01.** **Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired: None.
- (b) Pro Forma Financial Information: None.
- (c) Exhibits.

| <i>Exhibit</i> |                    |
|----------------|--------------------|
| <i>Number</i>  | <i>Description</i> |

|      |   |
|------|---|
| 99.1 | Press release of Cortex Pharmaceuticals, Inc. dated December 2, 2005. |
|------|---|

SIGNATURES

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.

CORTEX PHARMACEUTICALS, INC.

Date: December 2, 2005

By: /s/ Maria S. Messinger  
Maria S. Messinger

Vice President, Chief Financial Officer

and Corporate Secretary

EXHIBIT INDEX

| <b>Exhibit<br/>Number</b> | <b>Description</b>  | <b>Sequential<br/>Page No.</b> |
|---------------------------|---|--------------------------------|
| 99.1                      | Press release of Cortex Pharmaceuticals, Inc. dated December 2, 2005. | 5                              |