

MANUSO JAMES S J
Form 4
December 12, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
09/13/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and 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)
Common Stock	09/13/2017		P	(A) or (D) 1,097 (5)	(1) 74,252 (5)	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 and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock Warrants (right to buy)	\$ 6.83 ⁽⁵⁾	09/13/2017		P		2,195 ⁽⁵⁾		09/15/2015	09/30/2020	Common Stock	2,195
Common Stock Options (to purchase shares of Common Stock)	\$ 1.45	12/09/2017		J ⁽²⁾		608,704		⁽²⁾	12/09/2022	Common Stock	608,704
Common Stock Options (to purchase shares of Common Stock)	\$ 2							⁽³⁾	06/30/2022	Common Stock	50,000
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9							⁽⁴⁾	01/17/2022	Common Stock	75,000
Common Stock Warrants (right to buy)	\$ 6.83 ⁽⁵⁾							04/07/2016	09/30/2020	Common Stock	36,000
Common Stock Warrants (right to buy)	\$ 6.5 ⁽⁵⁾							02/04/2016	02/04/2019	Common Stock	8,000

Common Stock Options (to purchase shares of Common Stock)	\$ 7,377.50 <u>(5)</u>	(6)	03/31/2021	Common Stock	81, (9)
Common Stock Options (to purchase shares of Common Stock)	\$ 6,396.00 <u>(5)</u>	(7)	08/18/2025	Common Stock	15, (9)
Common Stock Options (to purchase shares of Common Stock)	\$ 6,396.00 <u>(5)</u>	(7)	08/18/2025	Common Stock	246, (9)

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		President and CEO	

Signatures

/s/ James S. Manuso 12/12/2017

 **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) Dr. Manuso purchased shares and warrants in a private transaction for an aggregate of \$5,000, or \$4.56 per unit, with each unit consisting of one share and warrants to purchase two additional shares of the Company's common stock.
 - (2) On December 9, 2017, Dr. Manuso forgave all of the accrued but unpaid compensation to which, pursuant to his employment agreement, he was entitled as of September 30, 2017, an aggregate of \$878,360. On that date, the Company granted to Dr. Manuso options to

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purchase 608,704 shares of the Company's common stock, with a black-scholes value of \$1.44 per option and an aggregate value of \$878,360. These Common Stock Options vested upon issuance.

- (3) These Common Stock Options vested upon issuance.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) These Common Stock Options vested 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, 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.

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