

Lippa Arnold
 Form 4
 September 14, 2018

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 *
 Lippa Arnold

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)
 09/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec Chairman, CSO

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 (D) Price | | | |
| Common Stock | 09/12/2018 | | P | 47,620 A \$ 47,620 | | D | |
| Common stock | 09/12/2018 | | G ⁽²⁾ | 47,620 D \$ 0 0 | | 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)

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

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title or Number of S |
| Common Stock Warrants (right to buy) | \$ 1.575 | 09/12/2018 | | P | 47,620 | 09/12/2018 04/30/2023 | Common Stock 47, |
| Common stock Warrants (right to buy) | \$ 1.575 | 09/12/2018 | | G ⁽²⁾ | 47,620 | 09/12/2018 04/30/2023 | Common Stock 47, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lippa Arnold C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C GLEN ROCK, NJ 07452 | X | | Exec Chairman, CSO | |

Signatures

/s/ Arnold Lippa 09/14/2018

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 5, 2018, the Company issued a promissory note to Dr. Lippa in the principal amount of \$50,000. On September 12, 2018, the Company redeemed the note, and Dr. Lippa used \$50,000 in redemption proceeds to acquire 47,620 units, each unit comprising 47,620 shares of Common Stock and 47,620 Warrants, each Warrant representing the right to purchase an additional share of Common Stock.

(2) Dr. Lippa gifted these securities into a family trust for estate planning purposes. He is not the trustee and does not exercise voting control over shares held in the trust but he is a beneficiary of the trust.

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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