

RespireRx Pharmaceuticals Inc.
Form 8-K
June 19, 2018

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): June 13, 2018

RESPIRERX PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|---------------------|----------------------------|
| Delaware | 1-16467 | 33-0303583 |
| (State or other jurisdiction | (Commission | (I.R.S Employer |
| of incorporation) | File Number) | Identification No.) |

126 Valley Road, Suite C

07452

Glen Rock, New Jersey
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (201) 444-4947

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On June 19, 2018, RespireRx Pharmaceuticals Inc. (the “Company”) announced that on June 13, 2018 it entered into a non-binding letter of intent (the “LOI”) with Noramco Inc. (“Noramco”). Pursuant to the LOI, the Company and Noramco will enter a ninety-day period during which they will negotiate a definitive agreement regarding the Company’s development of dronabinol, also known as $\Delta 9$ -tetrahydrocannabinol. The definitive agreement would address: (i) the Company’s agreement to purchase dronabinol exclusively from Noramco at a fixed rate, (ii) Noramco’s obligation to provide 100% of the active pharmaceutical ingredient for the clinical development process, as well as certain other aspects of the supply chain for the Company’s dronabinol products, and (iii) certain details regarding the parties’ intent to collaborate on the co-development of the Company’s first- and second-generation dronabinol products for the treatment of sleep related breathing disorders.

The press release announcing the LOI, which includes further details with respect to the LOI, is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

A list of exhibits that are furnished and filed as part of this report is set forth in the Exhibit Index, which follows, and is incorporated herein by reference.

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-----------------------|---|
| 99.1 | <u>Press Release dated June 19, 2018*</u> |

* Furnished herewith.

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.

Date: June 19, 2018 RESPIRERX PHARMACEUTICALS
INC.
(Registrant)

By: */s/ Jeff E. Margolis*
Jeff E. Margolis
SVP, CFO, Secretary and Treasurer

