RespireRx Pharmaceuticals Inc.
Form 8-K
September 10, 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): September 4, 2018**

**RESPIRERX PHARMACEUTICALS INC.**

**(Exact name of registrant as specified in its charter)**

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

**126 Valley Road, Suite C**
**Glen Rock, New Jersey** **07452**
**(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 1.01. Entry into a Material Definitive Agreement**

On September 4, 2018 (the "Effective Date"), RespireRx Pharmaceuticals Inc. (the "Company") entered into a Development and Supply Agreement (the "Agreement") with Noramco, Inc. ("Noramco"), by which Noramco agreed to (i) provide all of the active pharmaceutical ingredient ("API") estimated to be needed for the clinical development process for both the first- and second-generation products (each a "Product" and collectively, the "Products"), three validation batches for NDA filing(s) and adequate supply for the initial inventory stocking for the wholesale and retail channels, subject to certain limitations, (ii) maintain or file valid drug master files ("DMFs") with the Food and Drug Administration ("FDA") or any other regulatory authority and provide the Company with access or a right of reference letter entitling the Company to make continuing reference to the DMFs during the term of the agreement in connection with any regulatory filings made with the FDA by the Company, (iii) participate on a development committee, and (iv) make available its regulatory consultants, collaborate with any regulatory consulting firms engaged by the Company, and participate in all FDA or Drug Enforcement Agency meetings as appropriate and as related to the API.

In consideration for these supplies and services, the Company (i) agreed to purchase exclusively from Noramco during the commercialization phase all API for its Products at a pre-determined price subject to certain producer price adjustments, and (ii) agreed to Noramco's participation in the economic success of the commercialized Product or Products up to the earlier of the achievement of a maximum dollar amount or the expiration of a period of time. The Agreement will expire five years after the commercialization of the Products unless sooner terminated by the terms of the Agreement. The Agreement includes customary termination, indemnification, confidentiality, intellectual property and other provisions.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by the Agreement, a copy of which the Company intends to file as an exhibit to the Company's Form 10-Q for the quarterly period ending September 30, 2018, with portions omitted and separately filed with the Securities and Exchange Commission pursuant to a request for confidential treatment.

**Item 8.01. Other Events**

On September 10, 2018, the Company issued a press release announcing its entry into the Agreement. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

A list of exhibits required to be filed as part of this report is set forth in the Exhibit Index, which is presented elsewhere in this document, and is incorporated herein by reference.

**EXHIBIT INDEX**

| Exhibit Number | Exhibit Description |
| --- | --- |
| 99.1 | Press Release dated September 10, 2018.* |

* 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: September 10, 2018 RESPIRERX PHARMACEUTICALS INC.
(Registrant)

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