

CORTEX PHARMACEUTICALS INC/DE/  
Form 8-K  
March 07, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**Current Report**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 1, 2007

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**CORTEX PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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## 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 1, 2007, Gary A. Rogers, Ph.D. announced that he is retiring and resigning from his position as Senior Vice President, Pharmaceutical Research of the Company effective March 31, 2007. After March, Dr. Rogers will act as a part time consultant to the Company. Effective March 5, 2007, the Company hired Les Street, Ph.D. to replace Dr. Rogers and to serve as the Company's Head of Medicinal Chemistry. Additionally, effective February 6, 2007, the Company appointed Steven A. Johnson, Ph.D., Vice President of Pre-Clinical Development, as an officer of the Company. A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

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

| <i>Exhibit<br/>Number</i> | <i>Description</i>   |
|---------------------------|--|
| 99.1                      | Press release of Cortex Pharmaceuticals, Inc. dated March 6, 2007. |

**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: March 7, 2007

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 March 6, 2007. | 5                              |