

CORTEX PHARMACEUTICALS INC/DE/  
Form 8-K  
June 10, 2008

**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 6, 2008

**CORTEX PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction)

**001-16467**  
(Commission File Number)

**33-0303583**  
(I.R.S. Employer

of Incorporation)

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

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:

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- .. 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))

**Item 1.01. Entry into a Material Definitive Agreement**

On June 6, 2008, Cortex Pharmaceuticals, Inc., a Delaware corporation (the Company), entered into a Fourth Amendment to that Lease by and between the Company and The Northwestern Mutual Life Insurance Company, originally dated as of January 31, 1994, as amended to date (the Lease Amendment). The Lease Amendment, among other things, (i) extends the lease term from fifteen (15) years to eighteen (18) years, (ii) extends the lease termination date from May 31, 2009 to May 31, 2012, (iii) sets the minimum monthly rental payments for each year during the three year extension and (iv) grants the Company an option to further extend the lease term for up to three additional one year periods.

The foregoing description of the Lease Amendment is qualified in its entirety by reference to the Lease Amendment, a copy of which is attached hereto as Exhibit 10.108 and incorporated herein by this reference.

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

(d) Exhibits.

<i>Exhibit Number</i>	<i>Description</i>
10.108	Amendment No. 4 to the Lease Agreement for the Company's facilities in Irvine, California, dated June 6, 2008.

SIGNATURE

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 10, 2008

CORTEX PHARMACEUTICALS, INC.

By: /s/ Maria S. Messinger  
Maria S. Messinger

Vice President, Chief Financial Officer, and Corporate  
Secretary

**EXHIBIT INDEX**

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