

CORTEX PHARMACEUTICALS INC/DE/  
Form 8-K  
August 13, 2010

**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)**

**August 9, 2010**

**CORTEX PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(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.)

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))

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

On August 9, 2010, Pierre Tran, M.D., submitted his resignation, effective August 10, 2010, as the Company's Chief Medical Officer and Vice President of Clinical Development. Dr. Tran resigned for personal reasons and not as a result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Dr. Tran's duties will be assumed by senior management of the Company, in combination with the use of outside clinical consultants.

**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: August 13, 2010

By: */s/* MARIA S. MESSINGER  
**Maria S. Messinger**  
**Vice President, Chief Financial Officer**  
**and Corporate Secretary**