

BARRON BRUCE N
Form 4
September 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORIGIN VENTURES II LP

2. Issuer Name and Ticker or Trading Symbol
CORTEX PHARMACEUTICALS
INC/DE/ [CORX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

1033 SKOKIE BOULEVARD,
SUITE 430

08/10/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NORTHBROOK, IL 60062

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/10/2012 | | J | | 24,200,507 | A | (1) 24,200,507 |
| | | | | | | I | See Footnote (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORIGIN VENTURES II LP 1033 SKOKIE BOULEVARD, SUITE 430 NORTHBROOK, IL 60062 | | X | | |
| Origin Ventures II Management, LLC 1303 SKOKIE BLVD., STE. 430 NORTHBROOK, IL 60062 | | X | | |
| BARRON BRUCE N 1303 SKOKIE BLVD., STE. 430 NORTHBROOK, IL 60062 | | X | | |
| Miller Steven N. 1303 SKOKIE BLVD., STE. 430 NORTHBROOK, IL 60062 | | X | | |

Signatures

/s/ Bruce N. Barron, Attorney-in-Fact for Designated Filer and each Joint Filing Person

09/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Received in exchange for 645,556 shares of Pier Pharmaceuticals, Inc. Series A Preferred Stock, a Convertible Promissory Note in the aggregate principal amount of \$400,000 and accrued interest thereon, and a stock option to purchase 20,000 shares of Common Stock of
- (1) Pier Pharmaceuticals, Inc., all in connection with the merger among Cortex Pharmaceuticals, Inc., Pier Pharmaceuticals, Inc. and Pier Acquisition Corp. (the "Merger"). On the effective date of the Merger, the closing price of the Common Stock of Cortex Pharmaceuticals, Inc. was \$0.06 per share.
 - (2) Shares are held of record by Origin Ventures II, L.P. ("OVII"). Origin Ventures II Management, LLC ("OVIIM") is the general partner of OVII. Bruce N. Barron and Steven N. Miller are managing directors of OVIIM and exercise shared voting and investment power with respect to the shares owned by OVII. Each of the reporting person disclaims beneficial ownership of such securities, except to the extent

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of his or its proportionate pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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