

CORTEX PHARMACEUTICALS INC/DE/
Form 8-K
May 10, 2004

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)

May 10, 2004

CORTEX PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-17951
(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.)

Item 7. Financial Statements and Exhibits.

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

| <i>Exhibit Number</i> | <i>Description</i> |
|---------------------------|---|
| 99.1 | Press release of Cortex Pharmaceuticals, Inc. dated May 10, 2004. |

Item 12. Results of Operations and Financial Condition.

On May 10, 2004, Cortex Pharmaceuticals, Inc. issued a press release to report its financial results. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

All of the foregoing information, including Exhibit 99.1, is being furnished under Item 12 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

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: May 10, 2004

By: /s/ Maria S. Messinger

Maria S. Messinger

Vice President, Chief Financial Officer

and Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description | Sequential Page No. |
|-------------------|---|------------------------|
| 99.1 | Press release of Cortex Pharmaceuticals, Inc. dated May 10, 2004. | 4 |