

AARON'S INC  
Form 8-A12B/A  
December 10, 2010

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-A/A  
(Amendment No. 1)**

**For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934**

**AARON S, INC.**

(Exact name of Registrant as Specified in its Charter)

Georgia

58-0687630

(State or other Jurisdiction of Incorporation)

(IRS Employer  
Identification No.)

309 E. Paces Ferry Road, N.E.  
Atlanta, Georgia

30305-2377

(Address of principal executive offices)

(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of Exchange on which  
Each class is registered

Common Stock, par value \$0.50 per share

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: N/A (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

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**Item 1. Description of Registrant's Securities to be Registered**

The Class A Common Stock, par value \$0.50 per share (the "Class A Common Stock"), of Aaron's, Inc., a Georgia corporation (the "Company") was registered under Section 12(b) of the Securities Exchange Act of 1934, as amended, pursuant to a Registration Statement on Form 8-A initially filed by the Company on March 10, 1998.

At the special meeting of shareholders held on December 7, 2010, the shareholders of the Company approved, among other things, a proposal to (i) amend and restate the Company's Amended and Restated Articles of Incorporation to (a) effect a reclassification of each outstanding share of Common Stock, par value \$0.50 per share (the "Nonvoting Common Stock") into one share of Class A Common Stock (the "Class A Common Stock") and to rename the Class A Common Stock as Common Stock (the "Common Stock"), (b) to eliminate certain obsolete provisions relating to the Company's prior dual-class common stock structure, and (c) to amend the number of authorized shares to be 225,000,000 total shares of Common Stock (the aggregate of the number of authorized shares of Nonvoting Common Stock and Class A Common Stock prior to the approval of the Amended and Restated Articles of Incorporation) and (ii) to amend the Bylaws of the Company.

This Form 8-A/A is filed for the purpose of updating and amending the description of the combined class now titled Common Stock, including renaming the Class A Common Stock as Common Stock.

The following description assumes that the Company will take all steps necessary to cause the Company's Amended and Restated Articles of Incorporation to become effective. The following descriptions of the terms of the Company's Amended and Restated Articles of Incorporation and the Company's Bylaws, as amended, below reflect the terms of those documents as they will be following the effectiveness of such documents.

**General**

The Company's authorized capital stock consists of 225,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock, par value \$1.00 per share ("Preferred Stock"), of which 80,641,408 shares of Common Stock are expected to be outstanding upon the reclassification (excluding shares to be issued upon exercise of outstanding options, or upon vesting of outstanding unvested restricted stock units), and no shares of Preferred Stock are expected to be outstanding.

**Common Stock**

*Voting.* The shares of the combined class now titled Common Stock have one vote per share on all matters submitted to the Company's shareholders, including the election of directors. In order for an action to be approved by the shareholders of the Company, the votes cast in favor of the action are required to exceed the votes cast opposing the action (other than the election of directors or other matters for which law, the Company's Bylaws, as amended, or the Company's Amended and Restated Articles of Incorporation prescribe a different vote).

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*Dividends and Other Distributions.* The holders of Common Stock are entitled to receive dividends and other distributions in cash, stock or property of the Company as and when declared by the board of directors of the Company out of legally available funds.

*Cumulative Voting; Preemptive Rights.* The holders of Common Stock have no cumulative voting rights or preemptive rights enabling them to subscribe for or receive shares of any class of the Company's stock or any other securities convertible into shares of any class of the Company's stock.

*Other Rights.* There are no conversion rights or redemption or sinking fund provisions for the shares of Common Stock.

**Preferred Stock**

The Company's board of directors may, without approval of the Company's shareholders, from time to time authorize the issuance of Preferred Stock in one or more series for such consideration and, within certain limits, with such relative rights, powers, preferences and limitations as the Company's board of directors may determine. Because the board of directors has the power to establish the preferences, powers and rights of each series of Preferred Stock, it may give to the holders of any such series preferences, powers and rights, voting or otherwise, senior to the rights of holders of Common Stock.

**Certain Effects of Authorized but Unissued Shares**

The Company may issue additional shares of Common Stock or Preferred Stock without shareholder approval, subject to applicable listing standards of the New York Stock Exchange, for a variety of corporate purposes, including raising additional capital, corporate acquisitions and employee benefit plans. Although the board of directors has no present intention of doing so, it could issue Common Stock or Preferred Stock that could discourage an acquisition attempt or other transaction that some, or a majority, of the Company's shareholders might believe to be in their best interest or in which the shareholders might receive a premium for their stock over market price.

**Limitation on Directors' Liability**

The Company's Amended and Restated Articles of Incorporation eliminate, subject to exceptions under Georgia law, the liability of the Company's directors to the Company or its shareholders for breach of any duty as a director, whether as a fiduciary or otherwise. Georgia law provides that no provision in the Company's Amended and Restated Articles of Incorporation or Bylaws, as amended, shall eliminate or limit the liability of a director for:

any appropriation, in violation of the director's duties, of any business opportunity of the Company;

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acts or omissions which involve intentional misconduct or a knowing violation of law;

unlawful corporate distributions; or

any transaction from which the director received an improper benefit.

Liability for monetary damages remains unaffected by the Amended and Restated Articles of Incorporation if liability is based on any of these grounds. Liability for monetary damages for violation of federal securities laws also remains unaffected. This provision of the Amended and Restated Articles of Incorporation limits the remedies available to a shareholder dissatisfied with a board decision which is protected by this provision, and a shareholder's only remedy in such a circumstance may be to bring a suit to prevent the board's action. In many situations, this remedy may not be effective—for example, when shareholders are not aware of a transaction or an event until it is too late to prevent it. In these cases, the shareholders and the Company could be injured by a board decision and have no effective remedy.

**Anti-Takeover Provisions in the Company's Articles of Incorporation and Bylaws**

The Company's Amended and Restated Articles of Incorporation and Bylaws, as amended, include a number of provisions that may have the effect of encouraging persons considering unsolicited tender offers or other takeover proposals to negotiate with the Company's board of directors rather than pursue non-negotiated takeover attempts. The following is a summary description of these provisions, and the Company refers you to its Amended and Restated Articles of Incorporation and Bylaws, as amended, for more information since their terms affect the rights of shareholders. The anti-takeover provisions include:

*Classified Board of Directors.* The Company's Bylaws, as amended, provide that the board of directors will be divided into three classes of directors serving staggered three-year terms. Each class, to the extent possible, will be equal in number, with the term of office of one class expiring each year.

*Removal of Directors.* The Company's Bylaws, as amended, provide that a director may be removed only for cause and upon the affirmative vote of the holders of a majority of the Company's outstanding shares.

*Board Vacancies.* Any vacancy created by any reason prior to the expiration of the class in which the vacancy occurs will be filled by a majority of the remaining directors, even if less than a quorum. A director elected to fill a vacancy will be elected for the unexpired term of his predecessor. If there are no directors in office, then vacancies will be filled through election by the shareholders of the Company.

*Advance Notice for Shareholder Proposals.* The Company's shareholders can submit shareholder proposals and nominate candidates for the board of directors if the shareholders follow the advance notice procedures described in the Company's Bylaws, as amended. The notice must include:

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the shareholder proposal, as it will be proposed, in full text and in writing;

the purpose(s) for which the shareholder proposal is desired and the specific meeting at which such proposal is to be considered;

the name(s), address(es), and number of shares held of record by the shareholder(s) making such proposal (or owned beneficially and represented by a nominee certificate on file with the Company);

the number of shares that have been solicited with regard to the shareholder proposal and the number of shares the holders of which have agreed (in writing or otherwise) to vote in any specific fashion on said shareholder proposal; and

a written statement by such shareholder that they intend to continue ownership of such voting shares through the date of the meeting at which said shareholder proposal is proposed to be considered.

If the proposal relates solely to the nomination and election of directors, the following information must be provided with respect to each nominee:

name, address and principal present occupation;

to the knowledge of the shareholder who proposes to make such nomination, the total number of shares that may be voted for such proposed nominee;

the names and address of the shareholders who propose to make such nomination, and the number of shares of the Company owned by each of such shareholders; and

the following addition information with respect to each nominee: age, past employment, education, beneficial ownership of shares in the Company, past and present financial standing, criminal history, involvement in any past or pending litigation or administrative proceedings, relationship to and agreements with the shareholder(s) intending to make such nomination, past and present relationships or dealings with the Company or any of its subsidiaries, affiliates, directors, officers or agents, plans or ideas for managing the affairs of the Company, and any additional information relating to such person that would be required to be disclosed, or otherwise required, pursuant to Section 13 or 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the Exchange Act ), in connection with an acquisition of shares by such nominee or in connection with the solicitation of proxies by such nominee for his or her election as a director, regardless of the applicability of such provisions of the Exchange Act.

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In addition, if the shareholder intends to solicit proxies from the Company's shareholders, such shareholder shall notify the Company of this intent in accordance with Securities and Exchange Commission Rule 14a-4 and/or Rule 14a-8.

In order to properly submit a shareholder proposal, the shareholder must submit a notice to the Company's corporate secretary at least 120 calendar days before the first anniversary of the date that the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting of shareholders. However, if no annual meeting of shareholders was held in the previous year or if the date of the annual meeting of shareholders has been changed by more than 30 calendar days from the date contemplated at the time of the previous year's proxy statement, the notice shall be received by the secretary at the Company's principal executive offices not fewer than the later of (i) 150 calendar days prior to the date of the contemplated annual meeting or (ii) the date which is 10 calendar days after the date of the first public announcement or other notification to the shareholders of the date of the contemplated annual meeting.

Shareholder proposals and director nominations that are late or that do not include all required information may be rejected. This could prevent shareholders from bringing certain matters before an annual or special meeting or making nominations for directors.

**Transfer Agent**

Computershare Trust Company is the registrar and transfer agent for the Company's Common Stock.

**New York Stock Exchange**

The New York Stock Exchange has approved the listing of the Common Stock under the symbol AAN, subject to the official notice of issuance.

**Item 2 Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Articles of Incorporation of Aaron's, Inc.
3.2	Bylaw Amendments of Aaron's, Inc.
4.1	Specimen of Form of Stock Certificate Representing Shares of Common Stock of the Company, par value \$0.50 per share

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned hereunto duly authorized.

AARON S, INC.

By: /s/ Gilbert L. Danielson  
Gilbert L. Danielson  
Executive Vice President and Chief  
Financial Officer

Date: December 10, 2010

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Articles of Incorporation of Aaron's, Inc.
3.2	Amended and Restated Bylaws of Aaron's, Inc., as amended
4.1	Specimen of Form of Stock Certificate Representing Shares of Common Stock of the Company, par value \$0.50 per share

T:1px solid #000000; BORDER-BOTTOM:1px solid #000000; padding-right:8px">

Source of funds:

OO

5

Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6

Citizenship or place of organization:

New York

Number of  
shares  
beneficially  
owned by  
each  
reporting  
person  
with

7

Sole voting power:

8

Shared voting power:

2,971,792

9

Sole dispositive power:

10

Shared dispositive power:

2,971,792

11

Aggregate amount beneficially owned by each reporting person:

2,971,792

12

Check if the aggregate amount in Row (11) excludes certain shares:

13

Percent of class represented by amount in Row (11):

2.1%(1)

14

Type of reporting person:

OO

- (1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Morgen Krisch

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

New York

Number of 7 Sole voting power:

shares

beneficially 8 Shared voting power:

owned by

each 2,971,792

9 Sole dispositive power:

reporting

person 10 Shared dispositive power:

with

2,971,792

11 Aggregate amount beneficially owned by each reporting person:

2,971,792

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

2.1%(1)

14 Type of reporting person:

IN

(1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

1 Names of reporting persons:

Linda Lippa

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

New York

Number of 7 Sole voting power:

shares

beneficially 8 Shared voting power:

owned by

each 2,971,792

reporting 9 Sole dispositive power:

person

10 Shared dispositive power:

with

2,971,792

11 Aggregate amount beneficially owned by each reporting person:

2,971,792

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

2.1%(1)

14 Type of reporting person:

IN

(1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Arnold S. Lipka

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

New York

Number of 7 Sole voting power:

shares

beneficially 8 Shared voting power:

owned by

each 2,971,792

reporting 9 Sole dispositive power:

person

10 Shared dispositive power:

with

2,971,792

11 Aggregate amount beneficially owned by each reporting person:

2,971,792

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

2.1%(1)

14 Type of reporting person:

IN

(1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Jeff E. Margolis

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

U.S.A.

Number of 7 Sole voting power:

shares

beneficially 8 Shared voting power:

owned by

each 2,971,792

reporting 9 Sole dispositive power:

person

with 10 Shared dispositive power:

with

2,971,792

11 Aggregate amount beneficially owned by each reporting person:

2,971,792

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

2.1% (1)

14 Type of reporting person:

OO

(1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Samyang Optics Co., Ltd.

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

South Korea

7 Sole voting power:

Number of

shares 22,113,831 (1)

beneficially 8 Shared voting power:

owned by

each 0

reporting 9 Sole dispositive power:

person 22,113,831 (1)

with 10 Shared dispositive power:

0

11 Aggregate amount beneficially owned by each reporting person:

22,113,831 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares: "

13 Percent of class represented by amount in Row (11):

14.77% (2)

14 Type of reporting person:

CO

- (1) Consists of (i) 16,422,464 shares of Cortex Pharmaceuticals, Inc. common stock, and (ii) a warrant to purchase up to 4,000,000 shares of common stock at an exercise price of \$0.056 per share, and (iii) a warrant to purchase up to 1,691,367 shares of common stock at an exercise price of \$0.1035 per share.
- (2) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

David W. Carley

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

U.S.A.

Number of 7 Sole voting power:

shares

beneficially 1,899,1588

owned by 8 Shared voting power:

each 9 Sole dispositive power:

reporting

person 1,899,158

with 10 Shared dispositive power:

11 Aggregate amount beneficially owned by each reporting person:

1,899,158

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

1.3% (1)

14 Type of reporting person:

IN

- (1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

**Kenneth M. Cohen**

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

U.S.A.

Number of 7 Sole voting power:

shares

beneficially 656,755

owned by 8 Shared voting power:

each 9 Sole dispositive power:

reporting

person 656,755

with 10 Shared dispositive power:

11 Aggregate amount beneficially owned by each reporting person:

656,755

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

0.5% (1)

14 Type of reporting person:

IN

- (1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

1 Names of reporting persons:

Peter Letendre

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

U.S.A.

Number of 7 Sole voting power:

shares

beneficially 684,031

owned by 8 Shared voting power:

each 9 Sole dispositive power:

reporting

person 684,031

with 10 Shared dispositive power:

11 Aggregate amount beneficially owned by each reporting person:

684,031

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

0.5% (1)

14 Type of reporting person:

IN

- (1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Steven Chizzik

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

U.S.A.

Number of 7 Sole voting power:

shares

beneficially 330,199

owned by 8 Shared voting power:

each 9 Sole dispositive power:

reporting

person 330,199

with 10 Shared dispositive power:

11 Aggregate amount beneficially owned by each reporting person:

330,199

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

0.2% (1)

14 Type of reporting person:

IN

- (1) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Origin Ventures II, L.P.

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

Delaware

7 Sole voting power:

Number of

shares 24,200,507 (1)

beneficially 8 Shared voting power:

owned by

each 0

reporting 9 Sole dispositive power:

person

24,200,507 (1)

with 10 Shared dispositive power:

0

11 Aggregate amount beneficially owned by each reporting person:

24,200,507 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares: "

13 Percent of class represented by amount in Row (11):

16.8% (2)

14 Type of reporting person:

PN

- (1) Origin Ventures II, L.P. ( OVII ) has sole voting and dispositive control over 24,200,507 shares of common stock ( Common Stock ) of Cortex Pharmaceuticals, Inc. (the Issuer ), except that Origin Ventures II Management, LLC ( OVIIM ), the general partner of OVII, and Bruce N. Barron ( Barron ) and Steven N. Miller ( Miller ), managing directors of OVIIM, may be deemed to share the right to direct the voting and dispositive control over such stock.
- (2) This percentage is calculated based upon 144,041,558 shares of the Issuer s Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Origin Ventures II Management, LLC

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

Delaware

Number of 7 Sole voting power:

shares

beneficially 8 Shared voting power:

owned by

each 24,200,507 (1)

reporting 9 Sole dispositive power:

person

10 Shared dispositive power:

with

24,200,507 (1)

11 Aggregate amount beneficially owned by each reporting person:

24,200,507 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

16.8% (2)

14 Type of reporting person:

OO

- (1) OVIIM shares voting and dispositive control over the 24,200,507 shares of Common Stock beneficially owned by OVII.
- (2) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Bruce N. Barron

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

U.S.A.

Number of 7 Sole voting power:

shares

beneficially 8 Shared voting power:

owned by

each 24,200,507 (1)

reporting 9 Sole dispositive power:

person

10 Shared dispositive power:

with

24,200,507 (1)

11 Aggregate amount beneficially owned by each reporting person:

24,200,507 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

16.8% (2)

14 Type of reporting person:

IN

- (1) Barron shares voting and dispositive control over the 24,200,507 shares of Common Stock beneficially owned by OVII.
- (2) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

CUSIP No. 220524300

13D

1 Names of reporting persons:

Steven N. Miller

2 Check the appropriate box if a member of a group:

(a)  (b)

3 SEC use only:

4 Source of funds:

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6 Citizenship or place of organization:

U.S.A.

Number of 7 Sole voting power:

shares

8 Shared voting power:

beneficially

owned by

each 24,200,507 (1)

9 Sole dispositive power:

reporting

person

10 Shared dispositive power:

with

24,200,507 (1)

11 Aggregate amount beneficially owned by each reporting person:

24,200,507 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares:

13 Percent of class represented by amount in Row (11):

16.8% (2)

14 Type of reporting person:

IN

- (1) Miller shares voting and dispositive control over the 24,200,507 shares of Common Stock beneficially owned by OVII.
- (2) This percentage is calculated based upon 144,041,558 shares of the Issuer's Common Stock issued and outstanding as of August 13, 2012, as disclosed in the Quarterly Report on Form 10-Q of the Issuer for the quarter ended June 30, 2012, the most recently available filing by the Issuer with this information.

**Explanatory Note:**

This Schedule 13D is filed on behalf of a group of stockholders who have decided to act together for the purpose of voting their securities of the Issuer as described below. No acquisition of securities was made in connection with the filing of this 13D. Pursuant to Rule 13d-1(k), this filing is made jointly on behalf of each of the undersigned members of the group. As such, it amends and replaces the previously filed Amendment 3 to Schedule 13D filed with the Securities and Exchange Commission ( SEC ) on January 22, 2013 by Samyang Optics Co. Ltd and Samyang Value Partners Co. Ltd. (which, in turn, amended the original Schedule 13D filed October 31, 2011, Amendment No. 1 thereto filed June 7, 2012 and Amendment No. 2 thereto filed June 27 2012, by these entities). It also amends and replaces the Schedule 13G previously filed with the SEC on September 19, 2012 by Origin Ventures II, L.P., Origin Ventures II Management, LLC, Bruce N. Barron and Steven N. Miller. Two members of the group, Illinois Emerging Technologies Fund, L.P., and Illinois Ventures GP, LLC also have also filed a Schedule 13G, on August 20, 2012 with the SEC; pursuant to Rule 13d-1(k) these entities have elected not to file jointly. One member of the group, Illinois Ventures LLC has also elected not to file jointly.

**Item 1. Security and Issuer.**

This statement relates to the common stock, par value \$0.001 per share (the **Common Stock** ), of Cortex Pharmaceuticals, Inc., a Delaware corporation (the **Issuer** ). The principal executive offices of the Issuer are located at 7700 Irvine Center Drive, Suite 750, Irvine, California, 92618.

**Item 2. Identity and Background.**

This statement is being filed by Aurora Capital LLC ( **Aurora** ), a New York limited liability company, on behalf of a group including: Aurora, Aurora Capital Corp., T Morgen Capital LLC, Morgen Krisch, Linda Lippa, Arnold S. Lippa, Jeff E. Margolis, Samyang Optics Co. Ltd. ( **Samyang** ), Origin Ventures II, L.P. ( **Origin** ), Origin Ventures II Management, LLC ( **Origin Management** ), Bruce N. Baron, Steven N. Miller, David R. Carley, Kenneth M. Cohen, Peter Letendre and Steven Chizzik (collectively, the **Reporting Persons** and each a **Reporting Person** ). The Reporting Persons have entered into a Joint Filing Agreement, dated as of the date hereof, a copy of which is filed with this Schedule 13D as an Exhibit hereto (and which is incorporated herein by reference), pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k). Also part of the group, but electing not to file jointly under Rule 13d-1(k), are Illinois Emerging Technologies Fund, LP ( **Illinois ET** ), Illinois Ventures GP, LLC ( **Illinois GP** ), and Illinois Ventures LLC ( **Illinois LLC** ).

Aurora's principal executive offices are located at 17 Park Avenue, #201, New York, NY 10016. Aurora Capital LLC is a boutique investment bank and securities firm specializing in the life science sector.

Samyang's principal executive offices are located at 654-4, BONGAM-DONG, MASANHOIWON-GU, CHANGWON-SI, KYOUNGSANGNAM-DO, SOUTH KOREA. Samyang is a global manufacturer of Optical Lens mainly for CCTV and CAMERA. Samyang has been manufacturing Interchangeable DSLR Camera Lens, based on the knowledge and the experiences it has learned since the 1970's, also manufacturing CCTV lens.

The principal executive offices of Origin and Origin Management are located at 1033 Skokie Blvd., Suite 430, Northbrook, IL, 60062. Origin is a venture capital firm investing in early stage companies.

The principal executive offices of Illinois ET and Illinois GP are located at 20 North Wacker Drive, Suite 1201, Chicago, IL 60606. Illinois ET and Illinois GP are a seed and early-stage technology investment firm focused on research-derived companies in the information technologies, physical sciences, life sciences and clean technology. Illinois ET, Illinois GP and Illinois LLC are not signatories to this Schedule 13D.

The name, business address, present principal occupation or employment and citizenship of each director, manager and executive officer (who is a natural person) of each corporate, limited liability company or partnership Reporting Person is set forth on Schedule A, together with the business address of each. During the past five years,

none of the Reporting Persons and, to the best of their knowledge, none of the other persons identified on Schedule A has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

The citizenship and addresses of natural persons who are Reporting Persons, but not otherwise officers or directors of any of the above entities follows:

David W. Carley Address: 845 S. Damen Avenue, Suite 215W, Chicago, IL 60612; Citizenship: U.S.A.

Kenneth M. Cohen Address: c/o Atypical BioCapital Management LLC, 17 Park Avenue, #201, New York, NY 10016; Citizenship: U.S.A.

Peter Letendre Address: c/o Greyhound Pharmaceutical Consulting, 7345 Lucaya Court, Melbourne, FL 32940; Citizenship: U.S.A.

Steven Chizzik Address: c/o The Verrazano Group, LLC, 2204 Morris Avenue, Suite 203A, Union, NJ 07083; Citizenship: U.S.A.

**Item 3. Source and Amount of Funds or Other Consideration.**

Not Applicable. No acquisitions of shares have been made in connection with the filing of this Schedule 13D.

**Item 4. Purpose of Transaction.**

The Reporting Persons acquired the shares of Common Stock for investment purposes.

On March 10, 2013, Aurora distributed to the other Reporting Persons a written consent that, if signed by stockholders holding sufficient shares and delivered to the Issuer, would remove four of the Issuer's five directors and appoint two directors to the Board of Directors of the Issuer (as well as confirming that the filed bylaws of the Issuer remained in place), as permitted under the Issuer's bylaws and applicable law. Aurora asked each recipient to sign and return the consent if they agreed. It was communicated to each recipient, in the terms of the consent, that the consent could only be effective if holders of a majority of the shares consented. If so, and if the decision was reached to then utilize the consent, each holder would be asked to sign (or prepare) a Schedule 13D with respect to an agreement to vote the shares of the Issuer to remove the directors as set forth in the consent. On March 21, 2013, Aurora had received signed consents sufficient to remove and replace the directors if it chose, and, on the morning of March 22, 2013, Aurora delivered the signed consent to the Issuer. This Schedule 13D is filed on behalf of Reporting Persons, acting as a group for the purposes of voting their shares of the Issuer by written consent to remove and replace certain directors of the Issuer as provided in the written consent. Upon taking office, the new directors, together with the remaining existing director, set the size of the Board of Directors of the Issuer to three.

The Reporting Persons understand that the newly appointed directors may, consistent with their fiduciary duties to the Issuer and its stockholders, explore ways to raise capital, including possibly through the issuance of additional debt or equity, or pursue an extraordinary corporate transaction, such as a reorganization. Each Reporting Person that owns shares of common stock assesses the Issuer's business, financial condition, and results of operations as well as economic conditions and securities markets in general and those for the Issuer's shares in particular. Depending on such assessments, one or all of such Reporting Persons may acquire additional shares or may sell or otherwise dispose of all or some of the shares of the Issuer's common stock. Each Reporting Person may also consider participating in any proposal to raise capital or reorganize the Issuer that the Issuer may propose or pursue in the future. Such actions will depend on a variety of factors, including current and anticipated trading prices for common stock, alternative investment opportunities, the terms of any such proposals, and general economic, financial market and industry conditions.

**Item 5. Interest in Securities of the Issuer.**

(a)(b) The Reporting Persons, together with the other members of the group, collectively beneficially own 73,748,287 shares of Common Stock in the aggregate, representing approximately 51.2% of the outstanding Common Stock. The shares of Common Stock beneficially owned by the group are held as follows:

Aurora currently holds 2,971,792 shares of Common Stock representing 2.1% (based on shares of common stock outstanding). Aurora Capital Corporation, a New York Corporation and T Morgen Capital LLC, a New Jersey LLC, are managing members of Aurora. Mr. Margolis is the Manager and President of Aurora, as well as the sole shareholder and Director of Aurora Capital Corporation. Morgen Krisch, Linda Lippa and Arnold S. Lippa are managers of T Morgen Capital LLC. By virtue of their control of Aurora, Aurora Capital Corporation, T Morgen Capital LLC, Mr. Krisch, Linda Lippa, Arnold Lippa and Mr. Margolis may be deemed to share beneficial ownership of (and voting and dispositive power with respect to) the shares of Common Stock beneficially owned by Aurora.

Samyang currently holds 16,422,454 shares of Common Stock representing 11.4% (based on shares of common stock outstanding). It beneficially owns 22,113,831 shares representing 14.77% if its warrants are taken into account, consisting of 16,422,464 shares of common stock and warrants to purchase up to 5,691,367 shares of common stock. Samyang has the sole power to vote and the sole power to dispose of all the shares of Common Stock it owns.

Origin currently holds 24,200,507 shares of Common Stock representing 16.8% (based on shares of common stock outstanding). Origin Management is the General Partner of Origin and Bruce N. Barron and Steven N. Miller are managing directors of Origin Management, and may be deemed to share the right to direct the voting and dispositive control over such stock.

David W. Carley currently holds 1,899,158 shares of Common Stock representing 1.3% (based on shares of common stock outstanding). Kenneth M. Cohen currently holds 656,755 shares of Common Stock representing 0.5% (based on shares of common stock outstanding). Peter Letendre currently holds 684,031 shares of Common Stock representing 0.5% (based on shares of common stock outstanding). Steven Chizzik currently holds 330,199 shares of Common Stock representing 0.2% (based on shares of common stock outstanding). Each of Messrs. Carley, Cohen, Letendre and Chizzik has sole power to vote and the sole power to dispose of the shares he owns.

Illinois ET currently holds 20,334,546 shares of Common Stock representing 14.12% (based on shares of common stock outstanding). Illinois GP is the General Partner of Illinois ET.

Illinois LLC currently holds 6,248,835 shares of Common Stock representing 4.3% (based on shares of common stock outstanding).

For purposes of calculating the percentages set forth in this Item 5, the number of shares of common stock outstanding was 144,041,558 shares outstanding as reported by the Company in its Quarterly Report on Form 10-Q filed on August 16, 2012.

(c) Samyang acquired 6,765,466 shares of common stock and a warrant to purchase up to 1,691,367 shares of common stock from Samyang Value Partners Co., Ltd., its wholly-owned subsidiary, by Securities Transfer Agreement on January 21, 2013, as previously reported on its Schedule 13D/A, filed January 22, 2013.

Except as disclosed herein, no other transactions in shares of Common Stock have been effected by any Reporting Person within the last 60 days.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

The Reporting Persons have agreed to vote their shares, by written consent, for the removal of four of the five existing directors of the Issuer and to appoint two new directors to the Board of Directors of the Issuer, as permitted under the Issuer's bylaws and applicable law.

**Item 7. Material to be Filed as Exhibits.**

Agreement of Joint Filing (filed herewith as Exhibit A)

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 22, 2013

AURORA CAPITAL LLC

By: /s/ Jeff E. Margolis  
Name: Jeff E. Margolis  
Title: President

AURORA CAPITAL CORP.

By: /s/ Jeff E. Margolis  
Name: Jeff E. Margolis  
Title: President

T MORGEN CAPITAL LLC

By: /s/ Arnold S. Lippa  
Name: Arnold S. Lippa  
Title: Manager

/s/ Morgen Krisch  
Morgen Krisch

/s/ Linda Lippa  
Linda Lippa

/s/ Arnold S. Lippa  
Arnold S. Lippa

/s/ Jeff E. Margolis  
Jeff E. Margolis

SAMYANG OPTICS CO. LTD.

By: /s/ Seung Chan Kim  
Name: Seung Chan Kim  
Title: Director

ORIGIN VENTURES II, L.P.

By: Origin Ventures II Management, LLC,  
its General Partner

By: /s/ Bruce N. Barron  
Name: Bruce N. Barron  
Title: Managing Director

ORIGIN VENTURES II MANAGEMENT, LLC

By: /s/ Bruce N. Barron  
Name: Bruce N. Barron  
Title: Managing Director

/s/ Bruce N. Barron  
Bruce N. Barron

/s/ Steven N. Miller  
Steven N. Miller

/s/ David W. Carley  
David W. Carley

/s/ Kenneth M. Cohen  
Kenneth M. Cohen

/s/ Peter Letendre  
Peter Letendre

/s/ Steven Chizzik  
Steven Chizzik

**Schedule A**

CERTAIN INFORMATION CONCERNING DIRECTORS AND EXECUTIVE OFFICERS OF  
CERTAIN REPORTING PERSONS

1. The name of each director and principal officer of Samyang Optics Co, Ltd. is set forth below, together with the present principal occupation and citizenship of each listed person.

**Samyang Optics Co., Ltd.**

<b>Name</b>	<b>Present Principal Occupation</b>	<b>Citizenship</b>
Seung Chan Kim	Corporate Director	Republic of Korea
Moon Young Chung	Corporate Director	Republic of Korea
Myoung Gun Han	Corporate Director	Republic of Korea
Young Sub Won	Corporate Director	Republic of Korea
Whan Seok Yoo	Corporate Director	Republic of Korea
Tae Woong Ha	Corporate Director	Republic of Korea
Hyoung Gyu Lee	Corporate Director	Republic of Korea

The current business address of each Samyang Director and principal officer is 654-4 Bongamdong, Masanhwiwongu, Changwonsi, South Korea.

2. The name of each director and principal officer of Aurora Capital Corporation is set forth below, together with the present principal occupation and citizenship of each listed person.

**Aurora Capital Corporation**

<b>Name</b>	<b>Present Principal Occupation</b>	<b>Citizenship</b>
Jeff E. Margolis	Corporate Director, President	U.S.A.

The current business address of each Director and principal officer is c/o Aurora Capital LLC, 17 Park Avenue, #201, New York, NY 10016.

3. The name of each manager of T Morgen Capital LLC is set forth below, together with the present principal occupation and citizenship of each listed person.

**T Morgen Capital LLC**

<b>Name</b>	<b>Present Principal Occupation</b>	<b>Citizenship</b>
Morgan Krisch	Manager	U.S.A.
Linda Lippa	Manager	U.S.A.
Arnold S. Lippa	Manager	U.S.A.

The current business address of each Manager is c/o Aurora Capital LLC, 17 Park Avenue, #201, New York, NY 10016.

4. The name of each manager of Origin Ventures II Management, LLC is set forth below, together with the present principal occupation and citizenship of each listed person.

**Origin Ventures II Management, LLC**

<b>Name</b>	<b>Present Principal Occupation</b>	<b>Citizenship</b>
Bruce N. Barron	Managing Director	U.S.A.
Steven N. Miller	Managing Director	U.S.A.

The current business address of each Managing Director is c/o Origin Ventures II Management, LLC, 1033 Skokie Blvd., Suite 430, Northbrook, IL, 60062.

EXHIBIT A

AGREEMENT REGARDING JOINT FILING  
OF STATEMENT ON SCHEDULE 13D

The undersigned agree to file jointly with the Securities and Exchange Commission (the SEC ) this statement on Schedule 13D, and any amendments or supplements thereto required or permitted under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with understanding and agreement by the undersigned, as described herein, with respect to the voting of the common stock of Cortex Pharmaceuticals, Inc. For that purpose, the undersigned hereby constitute and appoint Aurora Capital LLC, a New York limited liability company, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and of the Securities Exchange Act of 1934, as amended, in connection with said action, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

Dated: March 22, 2013

AURORA CAPITAL LLC

By: /s/ Jeff E. Margolis  
Name: Jeff E. Margolis  
Title: President

AURORA CAPITAL CORP.

By: /s/ Jeff E. Margolis  
Name: Jeff E. Margolis  
Title: President

T MORGEN CAPITAL LLC

By: /s/ Arnold S. Lippa  
Name: Arnold S. Lippa  
Title: Manager

/s/ Morgen Krisch  
Morgen Krisch

/s/ Linda Lippa  
Linda Lippa

/s/ Arnold S. Lippa  
Arnold S. Lippa

/s/ Jeff E. Margolis  
Jeff E. Margolis

SAMYANG OPTICS CO. LTD.

By: /s/ Seung Chan Kim  
Name: Seung Chan Kim  
Title: Director

ORIGIN VENTURES II, L.P.

By: Origin Ventures II Management, LLC,  
its General Partner

By: /s/ Bruce N. Barron  
Name: Bruce N. Barron  
Title: Managing Director

ORIGIN VENTURES II MANAGEMENT, LLC

By: /s/ Bruce N. Barron  
Name: Bruce N. Barron  
Title: Managing Director

/s/ Bruce N. Barron  
Bruce N. Barron

/s/ Steven N. Miller  
Steven N. Miller

/s/ David W. Carley  
David W. Carley

/s/ Kenneth M. Cohen  
Kenneth M. Cohen

/s/ Peter Letendre  
Peter Letendre

/s/ Steven Chizzik  
Steven Chizzik