

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Besthof Robert</b>		2. Issuer Name and Ticker or Trading Symbol <b>NRX Pharmaceuticals, Inc. [NRXP]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Comm. &amp; Patient Officer</b>	
(Last) (First) (Middle) <b>C/O NRX PHARMACEUTICALS, INC., 1201 NORTH MARKET STREET, SUITE 111</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>08/16/2021</b>			
(Street) <b>WILMINGTON, DE 19801</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price				
Common Stock	08/16/2021		M		63,710	A	(1)	\$ 0.2	63,710	D	
Common Stock	09/15/2021		S		40,000	D		\$ 11.76	23,710	D	

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

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

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to buy)	\$ 0.2	08/16/2021		C		100,000		(1)	03/01/2026	Common Stock	100,000	\$ 0.2	247,200	D	
Restricted Stock Units	(2)	08/16/2021		A		36,290	(2)	(2)	(2)	Common Stock	36,290	\$ 0	36,290	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Besthof Robert C/O NRX PHARMACEUTICALS, INC. 1201 NORTH MARKET STREET, SUITE 111 WILMINGTON, DE 19801			Chief Comm. & Patient Officer	

### Signatures

/s/ Robert Besthof	11/02/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

### 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).

(1) The options are fully vested.

Shares and restricted stock units acquired pursuant to the exercise of 100,000 vested stock options under the NRX Pharmaceuticals, Inc. 2021 Omnibus Incentive Plan (the "Plan"). The Reporting

(2) person received 63,701 freely tradable shares of common stock, par value \$0.001 per share, of NRX Pharmaceuticals, Inc. (the "Common Stock") and 36,290 restricted stock units, each restricted stock unit representing a right to receive one share of Common Stock. The restricted stock units remain in the Plan and are subject to forfeiture if the Earnout Share Milestone and the Earnout Cash Milestone (as defined in the Merger Agreement) do not occur on or prior to December 31, 2022.

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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