

**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 14, 2014**

RESTORGENEX CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

000-24477
(Commission File
Number)

30-0645032
(I.R.S. Employer
Identification No.)

1800 Century Park East, 6th Floor
Los Angeles California
(Address of principal executive offices)

90067
(Zip Code)

(805) 229-1829
(Registrant's telephone number, including area code)

Not Applicable
(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 2.02. Results of Operations and Financial Condition.

On August 14, 2014, RestorGenex Corporation (the "Company") issued a news release announcing its consolidated financial results for its second quarter ended June 30, 2014. The full text of the news release is set forth in Exhibit 99.1 attached hereto and is incorporated by reference in this current report on Form 8-K as if fully set forth herein.

The Company is furnishing the information contained in this report, including Exhibit 99.1, pursuant to Item 2.02 of Form 8-K promulgated by the Securities and Exchange Commission (the "SEC"). This information shall not be deemed to be "filed" with the SEC for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release announcing consolidated financial results for the second quarter ended June 30, 2014 issued by RestorGenex Corporation on August 14, 2014 (furnished herewith)

SIGNATURES

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

Dated: August 14, 2014

RESTORGENEX CORPORATION

By: /s/ Phillip B. Donenberg

Name: Phillip B. Donenberg

Title: Chief Financial Officer

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**RESTORGENEX CORPORATION
CURRENT REPORT ON FORM 8-K****EXHIBIT INDEX**

Exhibit No.	Description	Method of Filing
99.1	News release announcing consolidated financial results for the second quarter ended June 30, 2014 issued by RestorGenex Corporation on August 14, 2014	Furnished herewith

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FOR IMMEDIATE RELEASE

OTCQB: RESX

**RestorGenex Reports
Second Quarter 2014 Financial Results**

CHICAGO, Illinois (August 14, 2014) - RestorGenex Corporation (OTCQB: RESX), a specialty biopharmaceutical company initially focused on developing products for dermatology, ophthalmology and women's health, today reported on its cash balance as of June 30, 2014 and its financial results for the second quarter of 2014.

The Company's cash and cash equivalents as of June 30, 2014 were approximately \$27.1 million. RestorGenex incurred a net loss of approximately \$4.5 million or (\$0.35) per share for the quarter ended June 30, 2014, compared to net income of \$2.3 million or \$0.82 per share for the same period in 2013. The increase in the net loss was due primarily to \$10.6 million in other income recognized in 2013 for non-cash gains on adjustments to the fair value of the Company's previously owned derivative liability and extinguishment of that derivative liability combined with higher expenses in 2014 associated with the Company's research and development efforts to advance its technologies and products.

As of June 30, 2014, current liabilities decreased 53% compared to year-end 2013. Subsequent to June 30, 2014, certain liabilities in the amount of approximately \$1.8 million were paid resulting in current liabilities of approximately \$2.3 million as of August 13, 2014.

The Company has no long-term debt. In July 2014, RestorGenex closed its fifth and final round of a private placement of common shares with gross proceeds to the Company of \$35.6 million and net proceeds of approximately \$31.3 million, after deduction for placement agent fees, estimated offering expenses and certain accounts payable.

Stephen M. Simes, chief executive officer of RestorGenex, said, "Several notable milestones have been achieved this year, including the successful closing of our private placement, the addition of several new, quality investors, the closing of two mergers, the hiring of Phillip Donenberg, our chief financial officer, and Mark Weinberg, MD, our senior vice president of clinical development, as well as continuing our efforts to evaluate, prioritize and develop our technologies and products."

About RestorGenex Corporation

RestorGenex Corporation is a specialty biopharmaceutical company initially focused on developing products for dermatology, ophthalmology and women's health. The Company is and will continue to review its products and technologies. The Company's prescription dermatology business primarily is based upon three compounds under development for the treatment of keloid scarring, androgen excess, e.g. acne, hirsutism (unwanted excess hair) and aging skin fragility/thinning. The Company's ophthalmology product will target age-related macular degeneration, based on inhibition of the PI3K/Akt/mTOR pathway. The Company's prescription women's health business is based upon a "soft" estrogen compound under development for vulvar and vaginal atrophy (VVA), a condition affecting peri- and post-menopausal women due to declining levels of estrogen. www.restorgenex.com

Forward-Looking Statements

Certain statements in this release are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about RestorGenex's intent to review its products and technologies and other statements that are not historical in nature, particularly those that utilize terminology such as "will," "intends," "expects," "plans," "potential," "future," "believes," "continue," other words of similar meaning, derivations of such words and the use of future dates. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Uncertainties and risks may cause RestorGenex's actual results to be materially different than those expressed in or implied by such forward-looking statements. Particular uncertainties and risks include, among others, uncertainties regarding clinical testing, the difficulty of developing pharmaceutical products, obtaining regulatory and other

approvals and achieving market acceptance and other risks and uncertainties described in RestorGenex's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K/A, subsequent quarterly report on Form 10-Q and final prospectus dated July 31, 2014. All forward-looking statements in this release speak only as of the date of this release and are based on RestorGenex's current beliefs and expectations. RestorGenex undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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