SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person[*]

Golden Seeds Cognition Therapeutics LLC

(Last)	(First)	(Middle)

C/O COGNITION THERAPEUTICS, INC.,
2500 WESTCHESTER AVE.,

(Street)

PURCHASE	NY	10577

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COGNITION THERAPEUTICS INC [CGTX]

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2021

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

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

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/13/2021		C		273,321	A	(1)	273,321	D	
Common Stock	10/13/2021		C		167,721	A	(2)	441,042	D	
Common Stock	10/13/2021		C		1,237,959	A	(3)	1,679,001	D	
Common Stock	10/13/2021		C		486,742	A	(4)	2,165,743	D	
Common Stock	10/13/2021		X		12,276	A	$0.032	2,178,019	D	
Common Stock	10/13/2021		S(5)		33.09	D	$12	2,177,985	D	
Common Stock	10/13/2021		C		311,706	A	(7)	2,489,691	D	

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 Securities Underlying Derivative Security (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: 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				
Series A-1 Convertible Preferred Stock	(1)	10/13/2021		C			884,058	(1)	(1)	Common Stock	273,321	$0	0	D	
Series A-2 Convertible Preferred Stock	(2)	10/13/2021		C			542,496	(2)	(2)	Common Stock	167,721	$0	0	D	
Series B Convertible Preferred Stock	(3)	10/13/2021		C			4,004,181	(3)	(3)	Common Stock	1,237,959	$0	0	D	
Series B-1 Convertible Preferred Stock	(4)	10/13/2021		C			1,574,370	(4)	(4)	Common Stock	486,742	$0	0	D	
Warrant (right to buy)	$0.032	10/13/2021		X			12,276	03/15/2016(6)	03/15/2023(6)	Common Stock	12,276	$0	0	D	
Simple Agreement for Future Equity	(7)	10/13/2021		C			$2,992,382	(7)	(7)	Common Stock	311,706	$0	0	D	

Explanation of Responses:

1. The Series A-1 Convertible Preferred Stock converted into Cognition Therapeutics, Inc. ("CGTX") common stock upon the closing of the issuer's initial public offering ("IPO"), as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.

2. The Series A-2 Convertible Preferred Stock converted into CGTX common stock upon the closing of the issuer's IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.

3. The Series B Convertible Preferred Stock converted into CGTX common stock upon the closing of the issuer's IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.

4. The Series B-1 Convertible Preferred Stock converted into CGTX common stock upon the closing of the issuer's IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.

5. On October 13, 2021, the reporting person exercised a warrant to purchase 12,276 shares of CGTX common stock for $0.032 per share. The reporting person paid the exercise price on a cashless basis, resulting in CGTX's withholding of 33.09 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 12,242 shares. The issuer paid cash to the reporting person in lieu of any fractional share amounts.

6. The warrant expires on the earliest of (i) March 15, 2023, (ii) upon a liquidation, dissolution or winding up of the Company, (iii) the closing of a Sale Transaction (as defined in the warrant), (iv) upon the closing of the issuer's IPO or (v) upon repayment of a promissory note issued in connection with the warrant.

7. The Simple Agreement for Future Equity converted into CGTX common stock upon the closing of the issuer's IPO at 80% of the per share offering price of the IPO, as adjusted for a 1-for-3.2345 reverse stock split, and had no expiration.

By: /s/ Peggy Wallace, Authorized Representative

10/15/2021

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).