

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Fletcher Aaron G.L.</u>  (Last) (First) (Middle) 1751 RIVER RUN SUITE 400  (Street) FORT WORTH TX 76107  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COGNITION THERAPEUTICS INC [ CGTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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				
Stock Option (right to buy) <sup>(1)</sup>	\$1.98	06/10/2022		J <sup>(1)</sup>		8,335 <sup>(1)</sup>		(2)	06/10/2023	Common Stock	8,335 <sup>(1)(2)</sup>	\$0	11,054	D	
Stock Option (right to buy) <sup>(1)</sup>	\$1.98	06/10/2022		J <sup>(1)</sup>		2,469 <sup>(1)</sup>		(2)	06/10/2023	Common Stock	2,469 <sup>(1)(2)</sup>	\$0	8,585	D	
Stock Option (right to buy) <sup>(1)</sup>	\$1.98	06/10/2022		J <sup>(1)</sup>		2,469 <sup>(1)</sup>		(2)	06/10/2023	Common Stock	2,469 <sup>(1)(2)</sup>	\$0	3,614	I	By: BP Directors, LP <sup>(1)(3)(4)(5)</sup>

1. Name and Address of Reporting Person\*  
Fletcher Aaron G.L.  
 (Last) (First) (Middle)  
 1751 RIVER RUN  
 SUITE 400  
 (Street)  
 FORT WORTH TX 76107  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bios Equity Partners, LP  
 (Last) (First) (Middle)  
 1751 RIVER RUN  
 SUITE 400  
 (Street)  
 FORT WORTH TX 76107  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cavu Management, LP  
 (Last) (First) (Middle)  
 1751 RIVER RUN  
 SUITE 400

(Street)	FORT WORTH TX	76107
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BIOS Capital Management, LP</a>		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)	FORT WORTH TX	76107
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BIOS Advisors GP, LLC</a>		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)	FORT WORTH TX	76107
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Cavu Advisors, LLC</a>		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)	FORT WORTH TX	76107
(City)	(State)	(Zip)

**Explanation of Responses:**

- Consists of options to purchase 8,335 shares of common stock of the Issuer, par value \$0.001 per share ("Shares"), granted in consideration for Dr. Aaron Fletcher's services as a director of the Issuer.
- These options vest in full on on June 10, 2023.
- Bios Equity Partners, LP ("Bios Equity I") is the general partner of BP Directors, LP ("Bios Directors"). Cavu Management, LP ("Cavu Management") and Bios Capital Management, LP ("Bios Management") are the general partners of Bios Equity I. Cavu Advisors LLC ("Cavu Advisors"), an entity that is managed and controlled by Mr. Leslie W. Kreis, is the general partner of Cavu Management. Bios Advisors GP, LLC ("Bios Advisors"), an entity that is managed and controlled by Dr. Fletcher, is the general partner of Bios Management.
- Pursuant to a preexisting agreement, Dr. Fletcher is deemed to hold the reported options for the benefit of Bios Directors. Bios Directors may be deemed the direct or indirect beneficial owner of the reported options, and Bios Equity I, Cavu Management, Bios Management, Cavu Advisors, Bios Advisors, Mr. Kreis and Dr. Fletcher may each be deemed the indirect beneficial owner of the reported options through his or its respective indirect interest in Bios Directors.
- For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

<a href="#">/s/ Aaron G.L. Fletcher</a>	<a href="#">06/14/2022</a>
<a href="#">Bios Equity Partners, LP By:</a>	
<a href="#">Bios Capital Management, LP, its</a>	
<a href="#">general partner By: Bios</a>	
<a href="#">Advisors GP, LLC, its general</a>	<a href="#">06/14/2022</a>
<a href="#">partner By: /s/ Aaron Glenn</a>	
<a href="#">Louis Fletcher, Manager</a>	
<a href="#">Cavu Management, LP By: Cavu</a>	
<a href="#">Advisors, LLC, its general</a>	<a href="#">06/14/2022</a>
<a href="#">partner By: /s/ Leslie W. Kreis,</a>	
<a href="#">Jr, Manager</a>	
<a href="#">Bios Capital Management, LP</a>	
<a href="#">By: Bios Advisors GP, LLC, its</a>	<a href="#">06/14/2022</a>
<a href="#">general partner By: /s/ Aaron</a>	
<a href="#">Glenn Louis Fletcher, Manager</a>	
<a href="#">Bios Advisors GP, LLC By: /s/</a>	<a href="#">06/14/2022</a>
<a href="#">Aaron Glenn Louis Fletcher,</a>	
<a href="#">Manager</a>	
<a href="#">Cavu Advisors, LLC By: /s/</a>	<a href="#">06/14/2022</a>
<a href="#">Leslie W. Kreis, Jr, Manager</a>	
<a href="#">/s/ Leslie W. Kreis</a>	<a href="#">06/14/2022</a>

\*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.