

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>BIOS Memory SPV I, LP</u> (Last) (First) (Middle) <u>1751 RIVER RUN, SUITE 400</u> (Street) <u>FORT WORTH TX 76107</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/07/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>COGNITION THERAPEUTICS INC [CGTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/07/2021</u>
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series B Convertible Preferred Stock⁽¹⁾</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>1,424,014</u>	<u>(2)</u>	<u>D⁽³⁾⁽⁴⁾⁽⁵⁾</u>	

1. Name and Address of Reporting Person* <u>BIOS Memory SPV I, LP</u> (Last) (First) (Middle) <u>1751 RIVER RUN, SUITE 400</u> (Street) <u>FORT WORTH TX 76107</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>BIOS Fund I, LP</u> (Last) (First) (Middle) <u>1751 RIVER RUN, SUITE 400</u> (Street) <u>FORT WORTH TX 76107</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>BIOS Fund I QP, LP</u> (Last) (First) (Middle) <u>1751 RIVER RUN, SUITE 400</u> (Street) <u>FORT WORTH TX 76107</u> (City) (State) (Zip)

(Last)	(First)	(Middle)
1751 RIVER RUN, SUITE 400		
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(Street)		
FORT WORTH	TX	76107
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BIOS Fund II, LP](#)

(Last)	(First)	(Middle)
1751 RIVER RUN, SUITE 400		
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(Street)		
FORT WORTH	TX	76107
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BIOS Fund II QP, LP](#)

(Last)	(First)	(Middle)
1751 RIVER RUN, SUITE 400		
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(Street)		
FORT WORTH	TX	76107
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BIOS Fund II NT, LP](#)

(Last)	(First)	(Middle)
1751 RIVER RUN, SUITE 400		
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(Street)		
FORT WORTH	TX	76107
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BIOS Memory SPV II, LP](#)

(Last)	(First)	(Middle)
1751 RIVER RUN, SUITE 400		
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(Street)		
FORT WORTH	TX	76107
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BIOS Fund III, LP](#)

(Last)	(First)	(Middle)
1751 RIVER RUN, SUITE 400		
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(Street)		
FORT WORTH	TX	76107
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[BIOS Fund III QP, LP](#)

(Last) (First) (Middle)

1751 RIVER RUN, SUITE 400

(Street)

FORT WORTH TX 76107

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BIOS Fund III NT, LP](#)

(Last) (First) (Middle)

1751 RIVER RUN, SUITE 400

(Street)

FORT WORTH TX 76107

(City) (State) (Zip)

Explanation of Responses:

1. This line item is being re-reported here to gain access to the filing system for purposes of filing this amendment (this "Amendment") to the Form 3 filed by Bios Memory SPV I, LP on October 7, 2021 (the "Original Filing"). This Amendment is being filed to (i) add certain persons identified in the Original Filing as Reporting Persons and (ii) further describe the relationships between the Reporting Persons in footnotes 3, 4 and 5 of this Amendment.

2. The Series B Convertible Preferred Stock is convertible into shares of common stock on a one-for-one basis and has no expiration date. The number of underlying shares of common stock reported in Column 3 reflects a 1-for-3.2345 reverse stock split effected on October 1, 2021, pursuant to which each share of Series B Convertible Preferred Stock was adjusted to become convertible into 0.309166795 shares of common stock.

3. Bios Equity Partners, LP ("Bios Equity I") is the general partner of Bios Fund I, LP and Bios Fund I QP, LP. Bios Equity Partners II, LP ("Bios Equity II") is the general partner of Bios Fund II, LP, Bios Fund II QP, LP, Bios Fund II NT, LP, and Bios Memory SPV II, LP. Bios Equity Partners III, LP ("Bios Equity III") is the general partner of Bios Fund III, LP, Bios Fund III NT, LP, and Bios Fund III QP, LP. Cavu Management, LP ("Cavu Management") and Bios Capital Management, LP ("Bios Management") are the general partners of Bios Equity I, Bios Equity II, Bios Equity III and Bios Memory SPV I, LP. 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 Capital Management, LP.

4. Dr. Fletcher, Mr. Kreis, Bios Advisors, Cavu Advisors, Bios Management and Cavu Management each share voting and investment control with respect to the shares held by the following entities: Bios Memory SPV I, LP, Bios Fund I, LP, Bios Fund I QP, LP, Bios Fund II, LP, Bios Fund II QP, LP, Bios Fund II NT, LP, Bios Memory SPV II, LP, Bios Fund III, LP, Bios Fund III NT, LP, and Bios Fund III QP, LP (collectively, the "Bios Equity Entities"). Because of the relationship between Dr. Fletcher, Mr. Kreis, Bios Advisors, Cavu Advisors, Bios Management, Cavu Management and the Bios Equity Entities, each of Dr. Fletcher, Mr. Kreis, Bios Advisors, Cavu Advisors, Bios Management and Cavu Management may be deemed to beneficially own the shares held directly by the Bios Equity Entities.

5. 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 such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Remarks:

This Amendment is the second of two amendments filed relating to the same event. The first amendment will be filed with respect to the Form 3 filed Aaron G. L. Fletcher on October 7, 2021 ("Fletcher Filing"). The Original Filing and the Fletcher were filed in connection with the same event and disclosed the same holdings of the Bios Equity Entities. These amendments are being filed separately because there are more than 10 Reporting Persons in total and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 10 Reporting Persons.

[Bios Memory SPV I, LP,](#)

[By: Bios Capital](#)

[Management, LP, its](#)

[general partner, By: Bios](#)

[Advisors GP, LLC, its](#)

[general partner, By: /s/](#)

[Aaron Glenn Louis](#)

[Fletcher, Manager](#)

[01/31/2022](#)

[Bios Fund I, LP, By: Bios](#)

[Equity Partners, LP, its](#)

[general partner, By: Bios](#)

[Capital Management, LP,](#)

[its general partner, By:](#)

[Bios Advisors GP, LLC,](#)

[its general partner, By: /s/](#)

[Aaron Glenn Louis](#)

[Fletcher, Manager](#)

[01/31/2022](#)

[Bios Fund I QP, LP, By:](#)

[Bios Equity Partners, LP,](#)

[its general partner, By:](#)

[Bios Capital Management,](#)

[LP, its general partner, By:](#)

[Bios Advisors GP, LLC,](#)

[01/31/2022](#)

its general partner, By: /s/ Aaron Glenn Louis Fletcher, Manager
Bios Fund II, LP, By: Bios Equity Partners II, LP, its general partner, By: Bios Capital Management, LP, its general partner, By: 01/31/2022
Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, Manager
Bios Fund II QP, LP, By: Bios Equity Partners II, LP, its general partner, By: Bios Capital Management, LP, its general partner, By: 01/31/2022
Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, Manager
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Bios Fund III, LP, Bios Equity Partners III, LP, its general partner, By: Bios Capital Management, LP, its general partner, By: 01/31/2022
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Bios Fund III QP, LP, By: Bios Equity Partners III, LP, its general partner, By: Bios Capital Management, LP, its general partner, By: 01/31/2022
Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, Manager
Bios Fund III NT, LP, By: Bios Equity Partners III, LP, its general partner, By: Bios Capital Management, LP, its general partner, By: 01/31/2022
Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, Manager

** 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 5 (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.