

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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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>Breedlove Mark H.</u>  (Last) (First) (Middle) <u>C/O COGNITION THERAPEUTICS, INC.,</u> <u>2500 WESTCHESTER AVE.,</u>  (Street) <u>PURCHASE, NY 10577</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>7,611</u>	<u>D</u>	

**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>Stock Option (right to buy)</u>	<u>(1)</u>	<u>02/23/2031</u>	<u>Common Stock</u>	<u>3,865</u>	<u>1.75</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>09/22/2025</u>	<u>Common Stock</u>	<u>3,865</u>	<u>0.84</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(3)</u>	<u>02/27/2030</u>	<u>Common Stock</u>	<u>7,729</u>	<u>1.07</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(3)</u>	<u>02/27/2030</u>	<u>Common Stock</u>	<u>3,865</u>	<u>1.07</u>	<u>D</u>	
<u>Series A-1 Convertible Preferred Stock</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>44,806</u>	<u>(4)</u>	<u>I</u>	<u>By Breedlove Family Limited Partnership.<sup>(9)</sup></u>
<u>Series A-2 Convertible Preferred Stock</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>36,714</u>	<u>(5)</u>	<u>I</u>	<u>By Breedlove Family Limited Partnership.<sup>(9)</sup></u>
<u>Series B Convertible Preferred Stock</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>255,281</u>	<u>(6)</u>	<u>I</u>	<u>By Breedlove Family Limited Partnership.<sup>(9)</sup></u>
<u>Series B-1 Convertible Preferred Stock</u>	<u>(7)</u>	<u>(7)</u>	<u>Common Stock</u>	<u>93,296</u>	<u>(7)</u>	<u>I</u>	<u>By Breedlove Family Limited Partnership.<sup>(9)</sup></u>
<u>Warrant (Right to Buy)</u>	<u>03/15/2016</u>	<u>03/15/2023<sup>(8)</sup></u>	<u>Common Stock</u>	<u>4,354</u>	<u>0.03</u>	<u>I</u>	<u>By Breedlove Family Limited Partnership.<sup>(9)</sup></u>

**Explanation of Responses:**

1. The option vests in four (4) equal annual installments beginning on the first anniversary of the option's grant date. The option was granted on February 23, 2021.

2. The option vests in four (4) equal annual installments beginning on the first anniversary of the option's grant date. The option was granted on September 22, 2015.

3. The option vests in four (4) equal annual installments beginning on the first anniversary of the option's grant date. The option was granted on February 27, 2020.
4. The Series A-1 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 A-1 Convertible Preferred Stock was adjusted to become convertible into 0.309166795 shares of common stock.
5. The Series A-2 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 A-2 Convertible Preferred Stock was adjusted to become convertible into 0.309166795 shares of common stock.
6. 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.
7. The Series B-1 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-1 Convertible Preferred Stock was adjusted to become convertible into 0.309166795 shares of common stock.
8. 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 Initial Public Offering ("IPO") or (v) upon repayment of a promissory note issued in connection with the warrant.
9. Represents securities held by the Breedlove Family Limited Partnership. The reporting person, as general partner of the Breedlove Family Limited Partnership, may be deemed to beneficially own the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

/s/ Lisa Ricciardi,  
Attorney-in-Fact

10/07/2021

\*\* 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 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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints the Chief Executive Officer and Chief Financial Officer of Cognition Therapeutics, Inc. (the "Company"), as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to (A) complete and execute any such Forms 3, 4 or 5, (B) complete and execute any amendment or amendments thereto and (C) timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the

Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney -in-fact.

The undersigned has caused this Power of Attorney to be executed as of the 26th day of July, 2021.

/s/Mark H. Breedlove

Name: Mark H. Breedlove