

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Ogden CAP Associates, LLC</u>			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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>545 MADISON AVENUE, SUITE 600</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10022</u>								
(City) (State) (Zip)								

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		407,916	A	(1)	407,916	D	
Common Stock	10/13/2021		C		103,055	A	(2)	510,971	D	
Common Stock	10/13/2021		C		272,756	A	(3)	783,727	D	
Common Stock	10/13/2021		C		1,263,575	A	(4)	2,047,302	D	
Common Stock	10/13/2021		C		135,679	A	(5)	2,182,981	D	
Common Stock	10/13/2021		X		27,471	A	\$0.032	2,210,452	D	
Common Stock	10/13/2021		S	(6)	74.05	D	\$12	2,210,377	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 Convertible Preferred Stock	(1)	10/13/2021		C			1,319,408	(1)	(1)	Common Stock	407,916	\$0	0	D	
Series A-1 Convertible Preferred Stock	(2)	10/13/2021		C			333,333	(2)	(2)	Common Stock	103,055	\$0	0	D	
Series A-2 Convertible Preferred Stock	(3)	10/13/2021		C			882,233	(3)	(3)	Common Stock	272,756	\$0	0	D	
Series B Convertible Preferred Stock	(4)	10/13/2021		C			4,087,046	(4)	(4)	Common Stock	1,263,575	\$0	0	D	
Series B-1 Convertible Preferred Stock	(5)	10/13/2021		C			438,854	(5)	(5)	Common Stock	135,679	\$0	0	D	
Warrant (right to buy)	\$0.032	10/13/2021		X			27,471	03/15/2016 <sup>(7)</sup>	03/15/2023 <sup>(7)</sup>	Common Stock	27,471	\$0	0	D	

Explanation of Responses:

- The Series A 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.
- The Series A-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.
- 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.
- 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.
- 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.
- On October 13, 2021, the reporting person exercised a warrant to purchase 27,471 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 74.05 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 27,396 shares. The issuer paid cash to the reporting person in lieu of any fractional share amounts.
- 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.

By: /s/ Philip L. Milstein,  
Manager of Ogden CAP  
Properties, LLC, Manager of the 10/15/2021  
reporting person

\*\* 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.**