

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) C/O COGNITION THERAPEUTICS, INC., 2500 WESTCHESTER AVE., (Street) PURCHASE NY 10577 (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/13/2021	
	4. 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 <input type="checkbox"/> 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		1,424,014	A	(1)	1,424,014	I	By Bios Memory SPV I, LP.
Common Stock	10/13/2021		C		418,926	A	(1)	418,926	I	By Bios Fund I, LP.
Common Stock	10/13/2021		C		245,029	A	(1)	245,029	I	By Bios Fund I, QP, LP.
Common Stock	10/13/2021		C		78,298	A	(2)	78,298	I	By Bios Fund II, LP.
Common Stock	10/13/2021		C		255,765	A	(2)	255,765	I	By Bios Fund II, QP, LP.
Common Stock	10/13/2021		C		34,238	A	(2)	34,238	I	By Bios Fund II, NT, LP.
Common Stock	10/13/2021		P		23,341	A	\$12	57,579	I	By Bios Fund II, NT, LP.
Common Stock	10/13/2021		C		351,844	A	(2)	351,844	I	By Bios Memory SPV II, LP.
Common Stock	10/13/2021		X		33,495	A	\$0.032	385,339	I	By Bios Memory SPV II, LP.
Common Stock	10/13/2021		S ⁽³⁾		90.28	D	\$12	385,248	I	By Bios Memory SPV II, LP.
Common Stock	10/13/2021		C		41,620	A	(2)	41,620	I	By Bios Fund III, LP.
Common Stock	10/13/2021		C		24,263	A	(3)(5)	65,883	I	By Bios Fund III, LP.
Common Stock	10/13/2021		P		22,129	A	\$12	88,012	I	By Bios Fund III, LP.
Common Stock	10/13/2021		C		596,899	A	(2)	596,899	I	By Bios Fund III, QP, LP.

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		158,476	A	(5)	755,375	I	By Bios Fund III, QP, LP.
Common Stock	10/13/2021		P		144,530	A	\$12	899,905	I	By Bios Fund III, QP, LP.
Common Stock	10/13/2021		C		34,472	A	(2)	34,472	I	By Bios Fund III, NT, LP.
Common Stock	10/13/2021		C		25,593	A	(5)	60,065	I	By Bios Fund III, NT, LP.

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 B Convertible Preferred Stock	(1)	10/13/2021		C		4,605,985		(1)	(1)	Common Stock	1,424,014	\$0	0	D	
Series B Convertible Preferred Stock	(1)	10/13/2021		C		1,355,017		(1)	(1)	Common Stock	418,926	\$0	0	I	By Bios Fund I, LP.
Series B Convertible Preferred Stock	(1)	10/13/2021		C		792,547		(1)	(1)	Common Stock	245,029	\$0	0	I	By Bios Fund I, QP, LP.
Series B-1 Convertible Preferred Stock	(2)	10/13/2021		C		253,256		(2)	(2)	Common Stock	78,298	\$0	0	I	By Bios Fund II, LP.
Series B-1 Convertible Preferred Stock	(2)	10/13/2021		C		827,275		(2)	(2)	Common Stock	255,765	\$0	0	I	By Bios Fund II, QP, LP.
Series B-1 Convertible Preferred Stock	(2)	10/13/2021		C		1,138,040		(2)	(2)	Common Stock	351,844	\$0	0	I	By Bios Memory SPV II, LP.
Series B-1 Convertible Preferred Stock	(2)	10/13/2021		C		110,744		(2)	(2)	Common Stock	34,238	\$0	0	I	By Bios Fund II, NT, LP.
Series B-1 Convertible Preferred Stock	(2)	10/13/2021		C		134,626		(2)	(2)	Common Stock	41,620	\$0	0	I	By Bios Fund III, LP.
Series B-1 Convertible Preferred Stock	(2)	10/13/2021		C		1,930,673		(2)	(2)	Common Stock	596,899	\$0	0	I	By Bios Fund III, QP, LP.
Series B-1 Convertible Preferred Stock	(2)	10/13/2021		C		111,504		(2)	(2)	Common Stock	34,472	\$0	0	I	By Bios Fund III, NT, LP.
Warrant (right to buy)	\$0.032	10/13/2021		X		33,495		03/15/2016 ⁽⁴⁾	03/15/2023 ⁽⁴⁾	Common Stock	33,495	\$0	0	I	By Bios Memory SPV II, LP.
Simple Agreement for Future Equity	(5)	10/13/2021		C		24,263		(5)	(5)	Common Stock	\$232,933.33	\$0	0	I	By Bios Fund III, LP.
Simple Agreement for Future Equity	(5)	10/13/2021		C		158,476		(5)	(5)	Common Stock	\$1,521,373.34	\$0	0	I	By Bios Fund III, QP, LP.
Simple Agreement for Future Equity	(5)	10/13/2021		C		25,593		(5)	(5)	Common Stock	\$245,693.33	\$0	0	I	By Bios Fund III, NT, LP.

Explanation of Responses:

- The Series B 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 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 33,495 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 90.28 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 33,404 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.
- 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/ Aaron Fletcher

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).

** 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.

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