UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 16, 2022**

Cognition Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-40886**	**13-4365359**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2500 Westchester Avenue **Purchase, NY**	**10577**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(412) 481-2210**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Trading Symbol**	**Name of Exchange on Which Registered**
Common Stock, par value $0.001 per share	CGTX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

Attached as Exhibit 99.1 and furnished for purposes of Regulation FD is a presentation that Cognition Therapeutics, Inc. may use from time to time in presentations or discussions with investors, analysts, and other parties.

The information in this Item 7.01 (including Exhibit 99.1) is being furnished solely to satisfy the requirements of Regulation FD and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being furnished herewith:

Exhibit No.	Document
99.1	Investor presentation of Cognition Therapeutics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COGNITION THERAPEUTICS, INC.

By: */s/ Lisa Ricciardi*
Name: Lisa Ricciardi
Title: President and Chief Executive Officer

Date: November 16, 2022

COGNITION™ Therapeutics

Developing disease-modifying medicines for degenerative disorders

November 2022

Forward-looking Statements

FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. All statements contained in this presentation, other than statements of historical facts or statements that relate to present facts or current conditions, including but not limited to, statements regarding our cash and financial resources and our clinical development plans, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "should," "expect," "plan," "aim," "seek," "anticipat "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "forecast," "potential" or "continue" or the negative of these terms or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. These forward-looking statement speak only as of the date of this presentation and are subject to a number of risks, uncertainties and assumptions, some of which cannot be predicted or quantified and some of which are beyond our control. Factors that m cause actual results to differ materially from current expectations include, but are not limited to: competition, our ability to secure new (and retain existing) grant funding, our ability to grow and manage growth, maintain relationships with suppliers and retain our management and key employees; our ability to successfully advance our current and future product candidates through development activities, preclinical studies and clinical trials a costs related thereto; the timing, scope and likelihood of regulatory filings and approvals, including regulatory approval of our product candidates; changes in applicable laws or regulations; the possibility that the we may be adversely affected by other economic, business or competitive factors; our estimates of expenses and profitability; the evolution of the markets in which we compete; our ability to implement our strategic initiatives and conti to innovate our existing products; our ability to defend our intellectual property; the impact of the COVID-19 pandemic on our business, supply chain and labor force; and the risks and uncertainties described in the "Risk Factors" section of our annual and quarterly reports filed with the SEC that are available on www.sec.gov. You should not rely on these forward-looking statements as predictions of future events. The events and circumstanc reflected in our forward-looking statements may not be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in a dynamic industry and economy. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties that we may face. Except as required by applicable law, we do no plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

TRADEMARKS

This presentation may contain trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, some of the trademarks, service marks, trade names and copyrights referred to in this presentation may be listed without the TM, SM © or ® symbols, but we will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights.

MARKET & INDUSTRY DATA

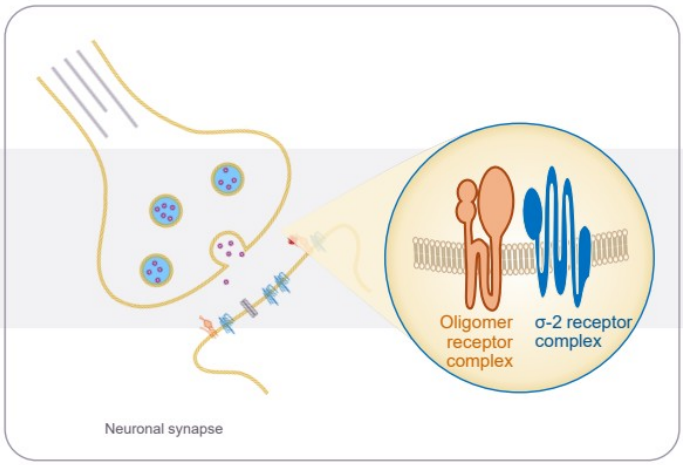
Projections, estimates, industry data and information contained in this presentation, including the size of and growth in key end markets, are based on information from third-party sources and management estimates. Althou we believe that these third party-sources are reliable, we cannot guarantee the accuracy or completeness of these sources. Our management's estimates are derived from third-party sources, publicly available information, o knowledge of our industry and assumptions based on such information and knowledge. Our management's estimates have not been verified by any independent source. All of the projections, estimates, market data and industry information used in this presentation involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such information. In addition, projections, estimates and assumptions relatin us and our industry's future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including, but not limited to, those described above, that could cause future performance t differ materially from our expressed projections, estimates and assumptions or those provided by third parties.

Improved MoA against a Well Characterized Target

Protecting neurons from toxic stressors

Stressors

- **Amyloid oligomers**
- **α-synuclein oligomers**
- **Inflammatory mediators**
- **Oxidative stress**



Alzheimer's disease (AD)
Dementia with Lewy bodies (DL
Geographic atrophy (GA)

NOTE: internally created diagram

Compelling Investment Thesis

Novel Approach Validated Science	CT1812 Oral Once-Daily	Development Focused on Major Commercial Ops	Strong Financials
Protect synapses from toxic proteins and other stressors to facilitate restoration of neuronal function	Oligomer receptor: well characterized target Highly brain penetrant Selective and saturable binding	Four Phase 2 trials AD, DLB, GA/dry AMD are significant conditions with large patient populations	$170+ Million in non-dilutive grant funding Expected cash runway into first half of 2024

Rigorous Phase 2 Programs Underway and Planned

Clinical Study	Indication	Prevalence	Funding
SEQUEL (n=23)	Mild-moderate AD	~ 5 million	$5.4 Million
SHINE (n=144)	Mild-moderate AD	~ 5 million	$30 Million
START (n=540)	MCI & Early AD	~ 5 million	$81 Million
SHIMMER (n=120)	Mild-moderate DLB	~ 1.4 million	$30 Million
COG2201 (n=240)	GA secondary to dry AMD	~ 10 million	Equity

Note: CT1812 and other pipeline candidates are not approved for use in the US or other jurisdictions

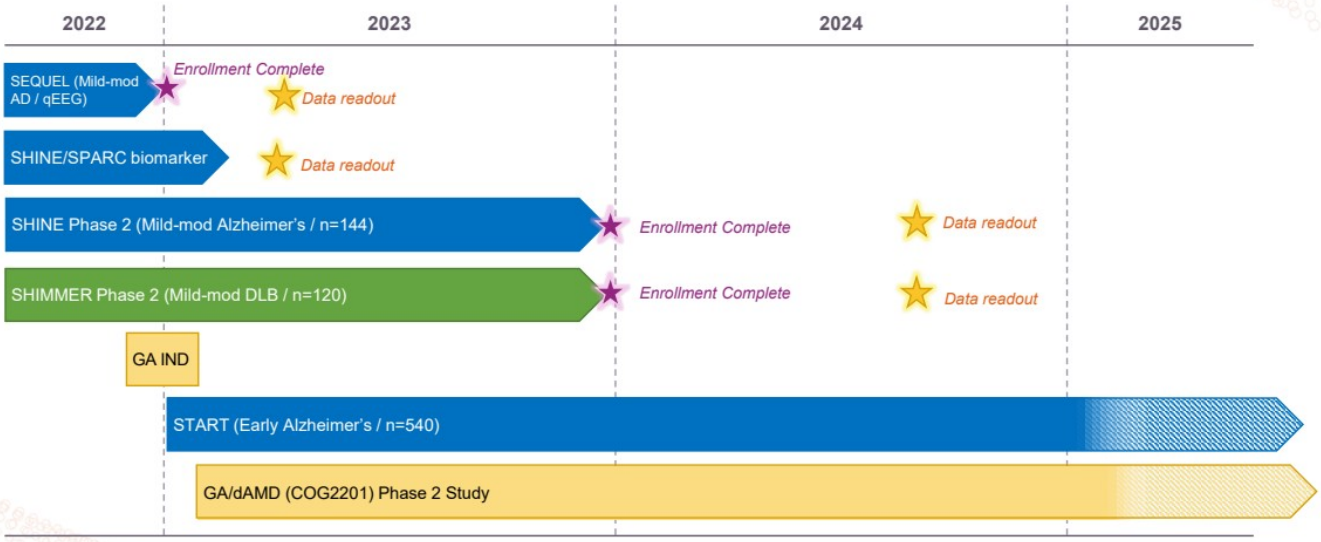
Grants Fund Pipeline Advancement

Approximately 50% of R&D Funded by Grants

Clinical Study	Total Awarded	Remaining Balance
START (early AD)	$ 81.0 Million	$ 63.1 Million
SHINE (mild/mod AD)	$ 30.5 Million	$ 8.8 Million
SHIMMER (DLB)	$ 29.5 Million	$ 18.9 Million
SEQUEL (qEEG in AD)	$ 5.4 Million	$ 2.4 Million
Other	$ 3.8 Million	$ 0.4 Million
	$ 150.2 Million	**$ 93.6 Million**

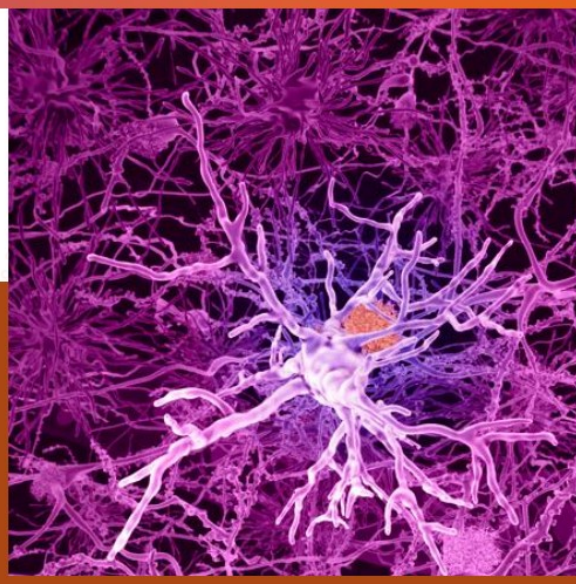
NOTE: figures are approximate dollar amounts as September 30, 2022

Multiple Near-term Catalysts



Note: above dates are estimated and based on current projections

COGNITION Therapeutics

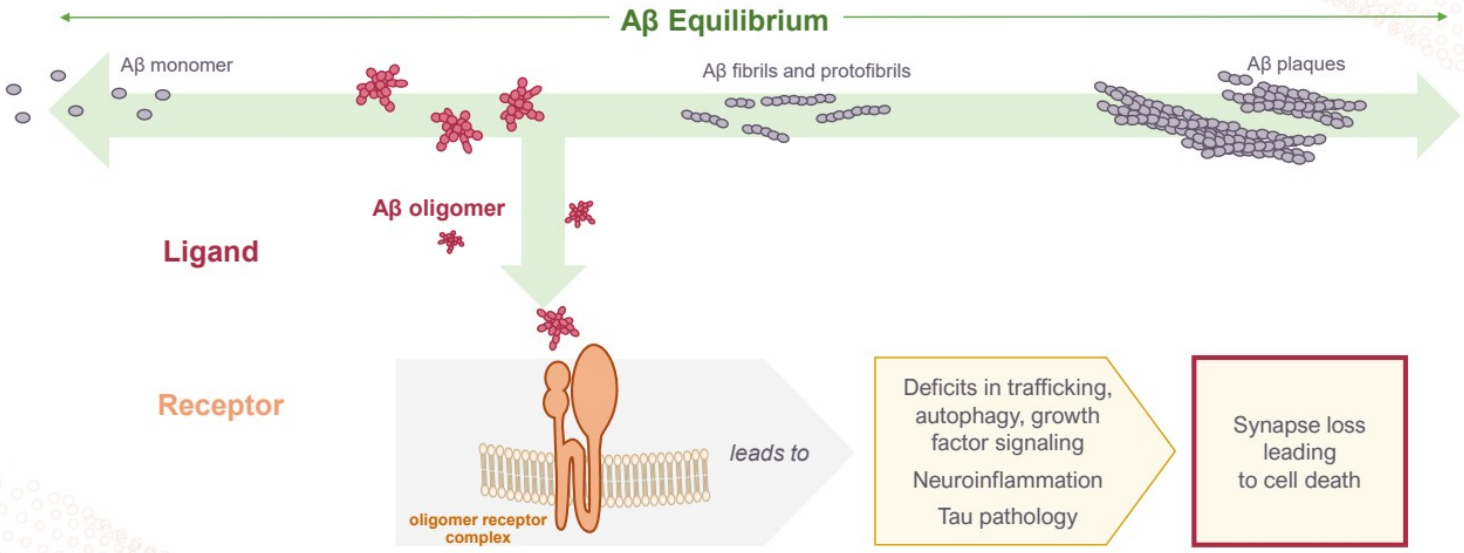


Alzheimer's Disease

Our Approach

COGNITION™ Therapeutics

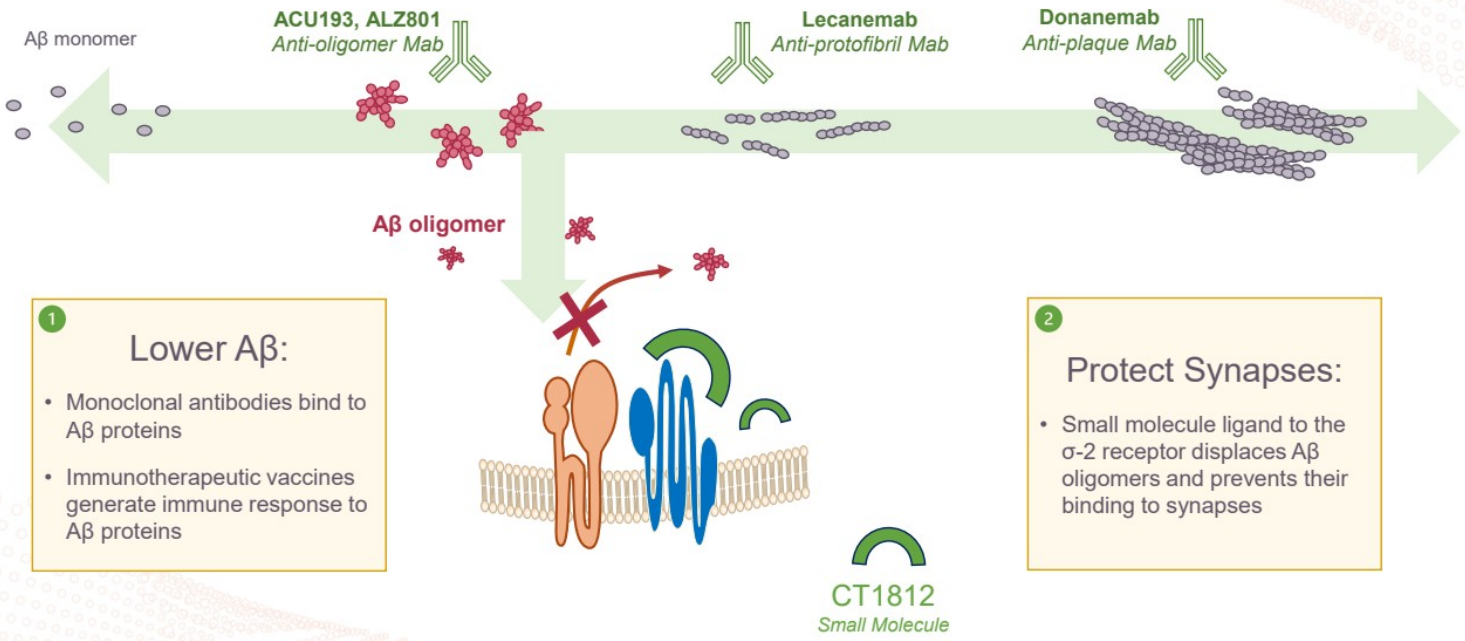
Aβ Cascade Drives Cognitive Loss in Alzheimer's



NOTE: internally created diagram

COGNITION Therapeutics

Multiple Approaches Address Toxic Interaction at the Recepto



1

Lower Aβ:

- Monoclonal antibodies bind to Aβ proteins
- Immunotherapeutic vaccines generate immune response to Aβ proteins

2

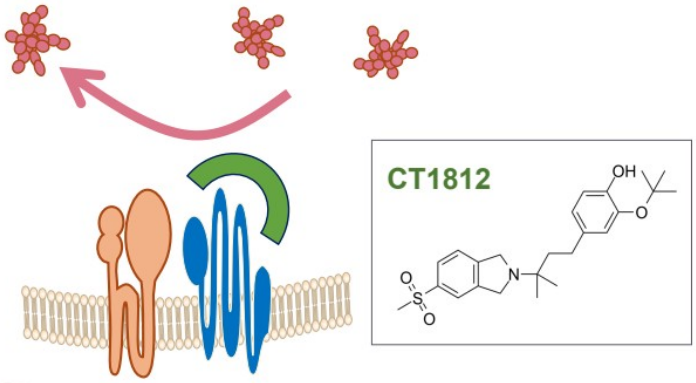
Protect Synapses:

- Small molecule ligand to the σ-2 receptor displaces Aβ oligomers and prevents their binding to synapses

CT1812
Small Molecule

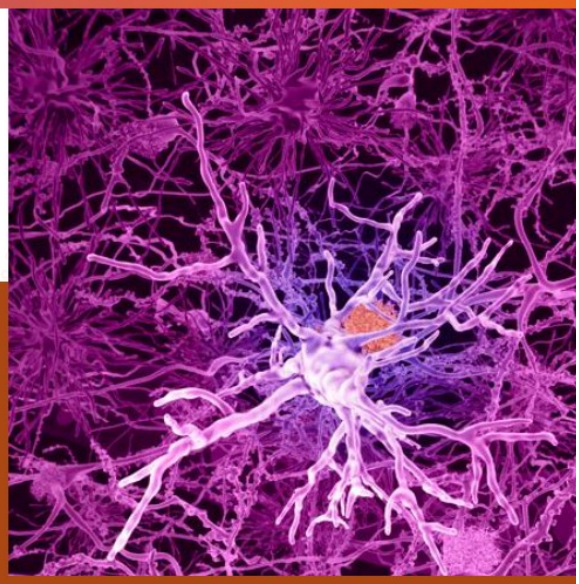
COGNITION Therapeutics

CT1812 May Inhibit Oligomer-induced Toxicity



- Oral, QD small molecule
- Penetrates the blood-brain barrier (BBB)
- Binds selectively to the σ-2 receptor
- Displaces oligomers from neurons and prevents re-binding
- Facilitates restoration of neuronal function

- Izzo NJ, et al. Preclinical and clinical biomarker studies of CT1812: A novel approach to Alzheimer's disease modification. Alzheimer's Dement. 2021;1–18
- Izzo NJ, et al. Alzheimer's therapeutics targeting amyloid beta 1–42 oligomers II: Sigma-2/PGRMC1 receptors mediate Abeta 42 oligomer binding and synaptotoxicity PLoS One. 2014 Nov 12; 9(11):e111899
- Izzo NJ, et al. Alzheimer's therapeutics targeting amyloid beta 1–42 oligomers I: Abeta 42 oligomer binding to specific neuronal receptors is displaced by drug candidates that improve cognitive deficits PLoS One. 2014 Nov 12; 9(11):e111898
- Limegrover, CS, et al. Alzheimer's Protection Effect of A673T Mutation May Be Driven by Lower Aβ Oligomer Binding Affinity. J Neurochem. 2020; 00: 1– 15. doi:10.1111/jnc.15212



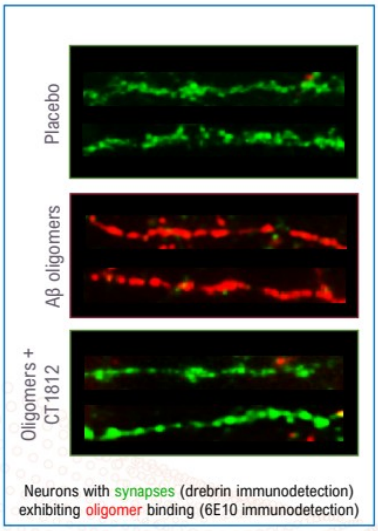
CT1812:

Alzheimer's Disease

COGNITION™ Therapeutics

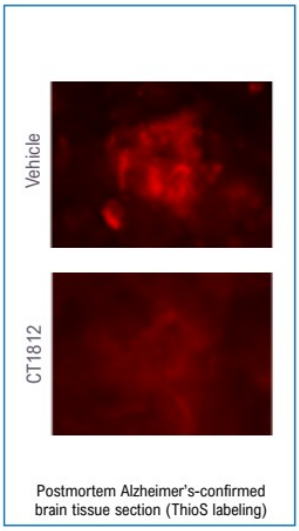
Rigorous Testing Supports Hypothesis

CT1812 Displaces Oligomers from Synapses *in vitro*



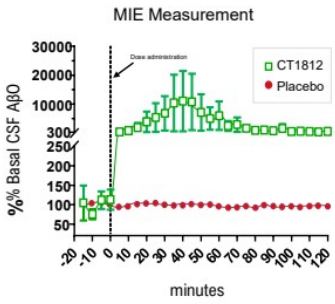
Neurons with synapses (drebrin immunodetection) exhibiting oligomer binding (6E10 immunodetection)

Displaces Oligomers from AD Patient Brain Tissue



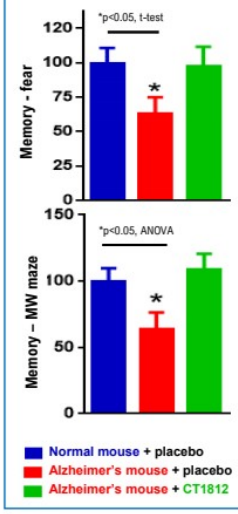
Postmortem Alzheimer's-confirmed brain tissue section (ThioS labeling)

Displaces Oligomers in Mouse Model of Alzheimer's Disease



Microimmunoelectrodes coated with oligomer-specific antibody detect soluble Aβ in transgenic hAPP/PS1 mice

Restores Cognitive Function in Mice



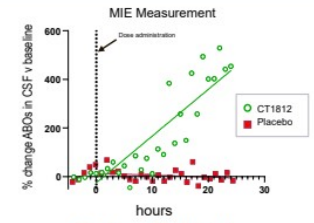
Izzo NJ et al. Preclinical and clinical biomarker studies of CT1812: A novel approach to Alzheimer's disease modification. Alzheimer's Dement. 2021 Aug; 17(8):1365-1382

Clinical Results Support Targeting Oligomers

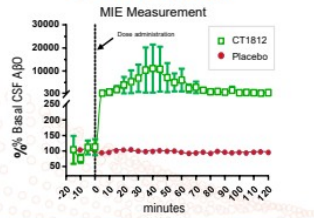
CT1812 now tested in 220+ subjects. Majority have mild-to-moderate Alzheimer's disease

Target Engagement

SNAP Study[1]:

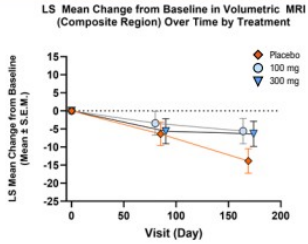


Confirms Preclinical:



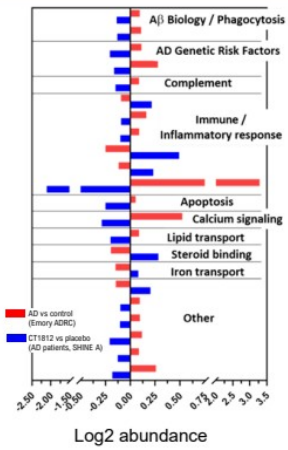
Biologic Effect

SPARC Study[2]:



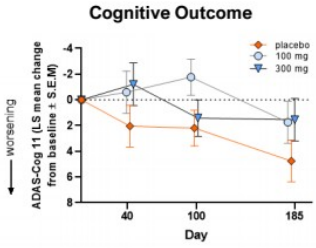
MRI Brain Volume (cm^3) 6-mo change from baseline	CT1812 (Pooled)	Placebo	P-value vs placebo
Hippocampus	-0.09 (0.08)	-0.40 (0.11)	0.0412
Prefrontal Cortex	-0.41 (0.95)	-4.80 (1.37)	0.0125
Pericentral Cortex	0.07 (0.53)	-2.90 (0.77)	0.0032

SHINE Study[3]:



Clinical Signal

SHINE Interim Data[3]:

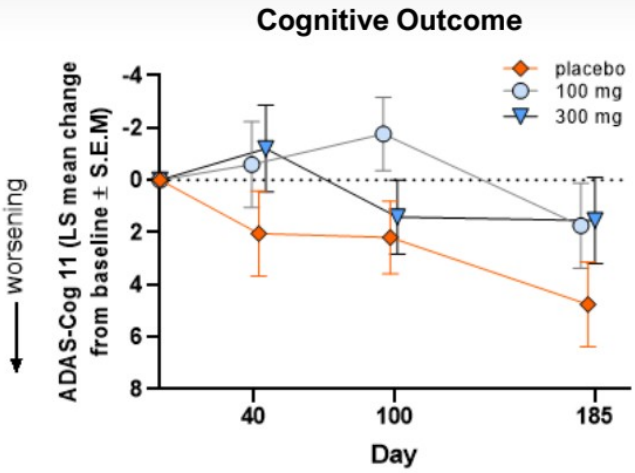


LS-MEAN, ANCOVA, LOCF
(prespecified as first analysis)

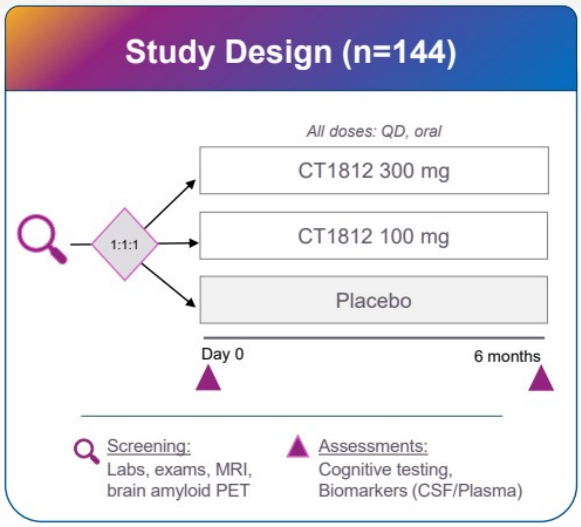
1) Izzo NJ et al. Experimental Therapeutic CT1812 Demonstrates Target Engagement in a Phase 1b Clinical Trial to Measure Displacement of Aβ Oligomers Into CSF. AD/PD™ 2022
2) Data on file
3) Seyfried N et al. Proteomic Analysis of CSF in a Phase 2 Clinical Trial for AD to Identify Pharmacodynamic Biomarkers of the S2R Modulator CT1812. AD/PD™ 2022

Clinical Evidence of Cognitive Benefit

SHINE interim analysis (n=24) yields promising evidence

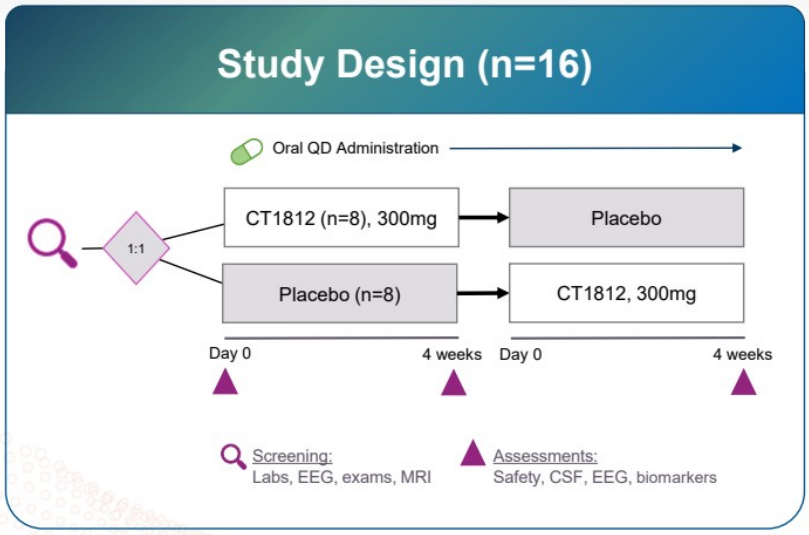


Trend towards slower cognitive decline in CT1812-treated vs placebo-treated participants as measured by ADAS-Cog 11



SHINE COG0201 Study (NCT03507790) funded by NIA grant R01AG058660

SEQUEL (COG0202): Impact on Brain Wave Activity

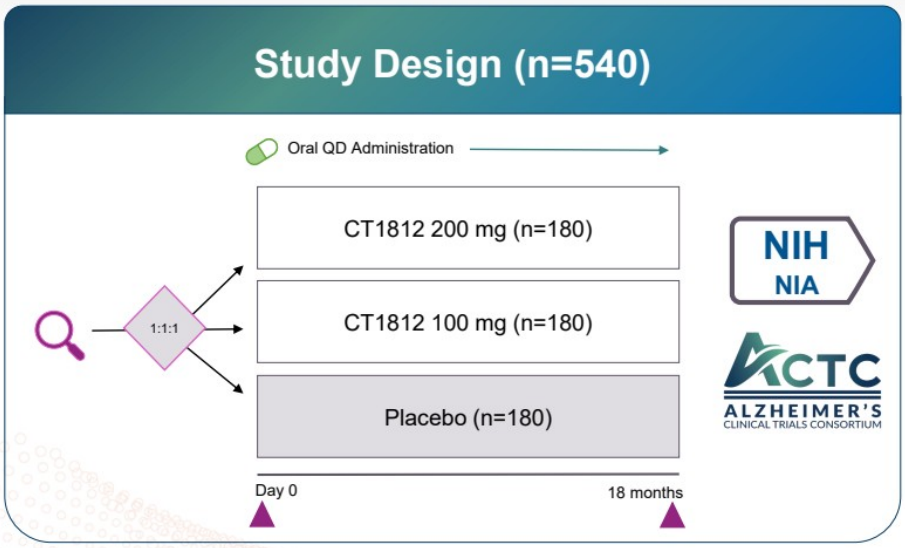


- Design: two-group cross-over design in patients with mild-to-moderate AD
- Single site: VUmc Alzheimer's Center (PI: E. Vijverberg, MD, PhD)

  Amsterdam UMC
  Universitair Medische Centra
- Objective: evaluate changes in synaptic function through quantitative EEG, as reflected by relative theta power
- Funding: $5.4M NIA grant award including supplemental $2.1M
- Status: anticipate completing enrollment by the end of 2022

SEQUEL COG0202 study (NCT04735536) funded by NIA grant RF1AG058710

Impact on Cognitive Decline in Early AD



- Design: randomized, double-blind, placebo-controlled Phase 2 study in individuals with early-to-mild AD
- Multi-site: 50-60 U.S. sites including ACTC centers of excellence
- Objective: powered to show change in cognition: slowing or halting cognitive decline
- Funding: $81M NIA grant award in collaboration with ACTC: premier Alzheimer's clinical trial group
- Status: anticipate opening sites by the end of 2022

START COG0203 Study (NCT05531656) funded by NIA grant R01AG065248

CT1812:

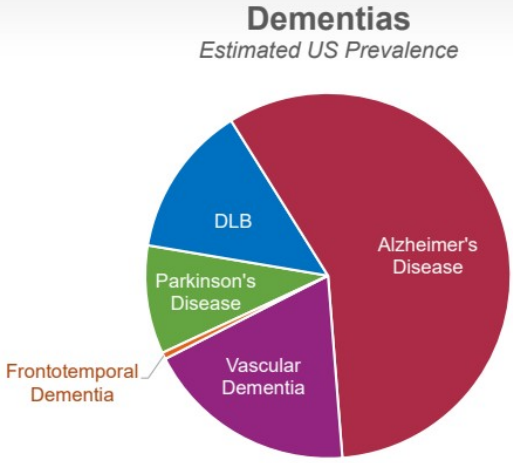
Beyond Alzheimer's Disease

Dementia with Lewy Bodies

COGNITION™ Therapeutics

Synucleinopathies are 2nd only to AD in Prevalence

- In the U.S., approximately 13 million people have a form of dementia[1]
  - Dementia with Lewy bodies (DLB): 1.4 million
  - Parkinson's disease: 1 million
- Direct healthcare costs:
  - DLB: $31.5 billion[2]
  - PD: $25 billion[3]



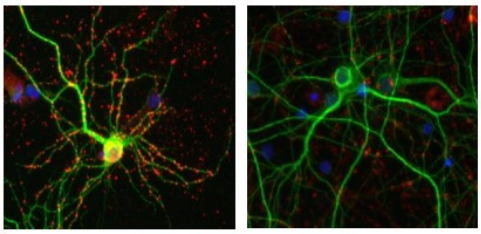
α-synuclein oligomers, which disrupt key cellular processes, are a hallmark of both disorders

1) Milken Institute report: (2019) Reducing the Cost and Risk of Dementia: Recommendations to Improve Brain Health and Decrease Disparities.
2) LBDA (extrapolated): LBD is the Most Expensive Dementia in America and Yingjia Chen et al Alzheimers Dement. 2019
3) MJFF and The Lewin Group: Economic Burden and Future Impact of Parkinson's Disease (2019)

σ-2 Modulators May be Disease Modifying in Synucleinopathies

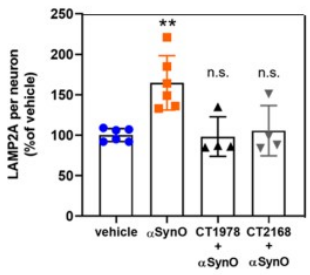
Cellular evidence that σ-2 modulators have a beneficial impact

σ-2 antagonist blocks the binding / internalization of α-synuclein oligomers at synapses

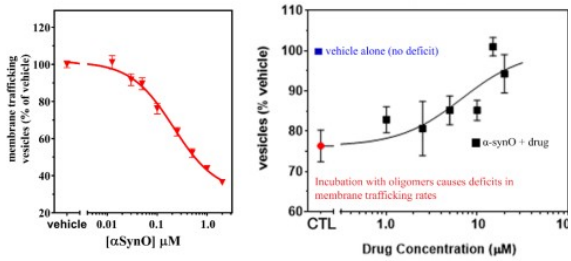


α-Synuclein oligomers in red

σ-2 antagonist (blk & gry) reverses effect of α-syn oligomers on LAMP2a (org)



α-synuclein oligomer-induced trafficking deficits (red) are reversed by σ-2 antagonist (blk)

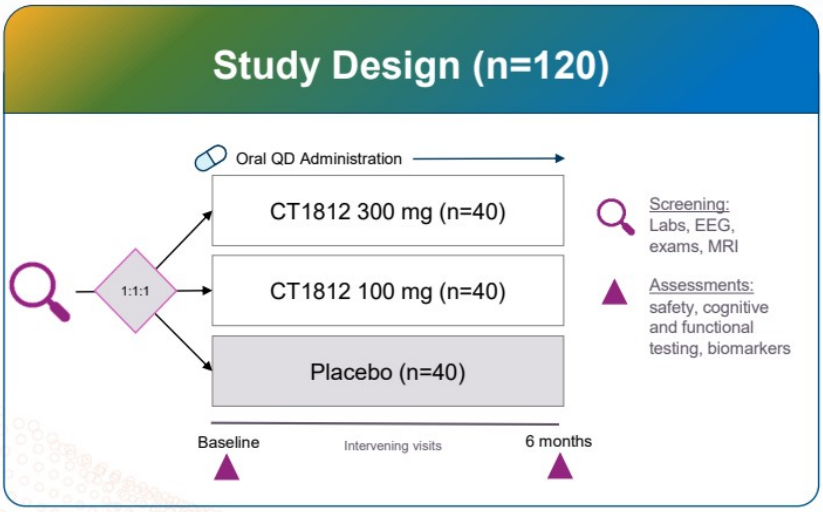


Limegrover CS, et al. J Neurosci Res. 2021. doi: 10.1002/jnr.24782

COGNITION Therapeutics

NIA Award of $30M Validates Study in DLB

Strong scientific rational for studying DLB



- Design: randomized, double-blind, placebo-controlled, Phase 2 study in people with mild-to-moderate DLB
- Multi-site: 30 center in the US, including LBDA centers of excellence (PI: J.E. Galvin, MD, MPH)
- Objective: evaluate changes in cognition and function
- Status: Over 50% of sites activated; anticipate completing enrollment by the end of 2023

SHIMMER COG1201 study (NCT05225415) partially funded by NIA grant R01AG071643

CT1812:

Beyond Alzheimer's Disease

Dry Age-related Macular Degeneration

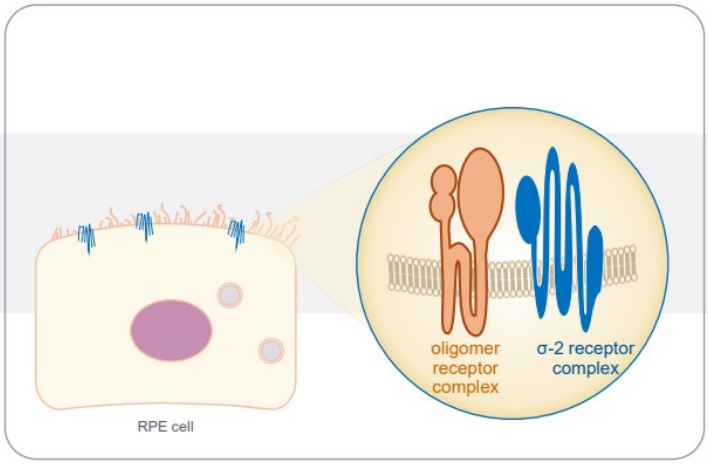
COGNITION™ Therapeutics

Translating Protective Potential of σ-2 to the Eye

May block effects of toxic stressors on retinal pigment epithelial cells

Stressors

- **Amyloid oligomers**
- **α-synuclein oligomers**
- **Inflammatory mediators**
- **Oxidative stress**

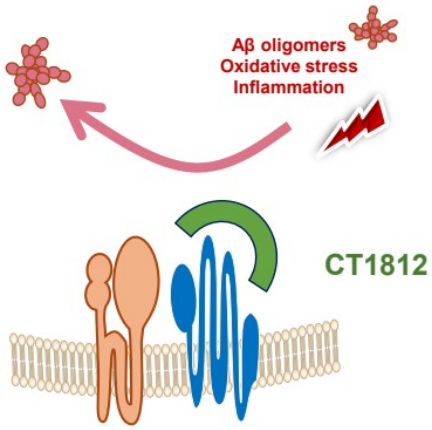


Alzheimer's disease
Dementia with Lewy bodies
Geographic atrophy

NOTE: internally created diagram

Rationale for σ-2 Modulators in Geographic Atrophy

Goal: Protect RPE cells from disease-relevant stressors



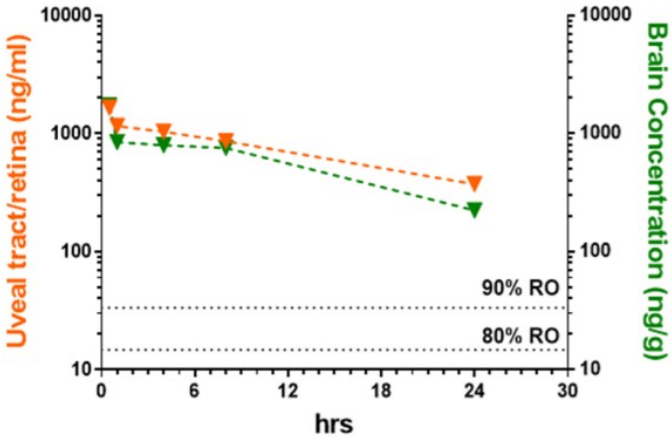
σ-2 receptors:

- Expression: in RPE cells, retinal ganglion cells, photoreceptors in retina
- Biology: Regulates autophagy, protein trafficking, lipid metabolism dysregulated in AMD
- Target validation: TMEM97 knockdown is protective
- Human genetics: Linked to dry AMD

Non-invasive Oral Small Molecule Bilateral Treatment

- PK/PD: therapeutic levels of CT1812 achieved in retina with >80% receptor occupancy
- Clinical biomarker support: analyses showed differential movement of proteins involved in dry AMD
- Preclinical data: regulates cell survival and inflammatory pathways, rescues trafficking deficits

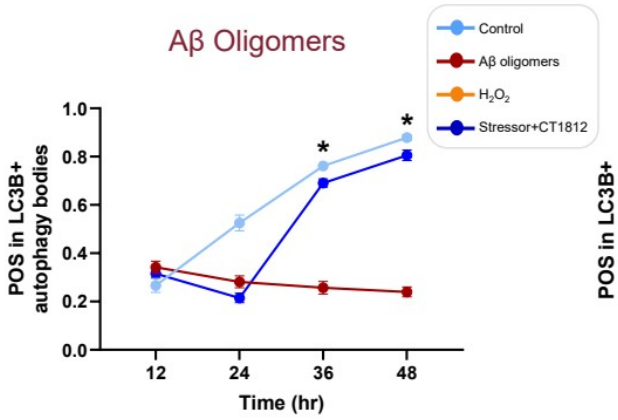
Retinal and Brain Concentrations in Rats Following Oral CT1812

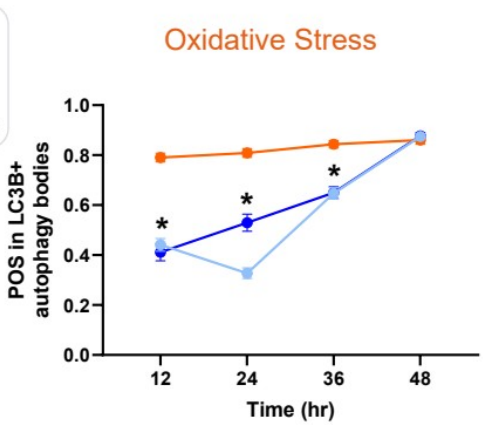


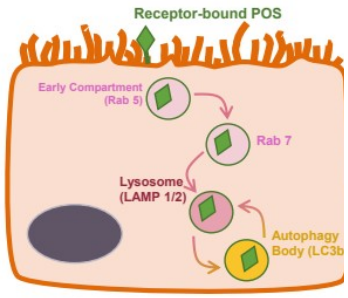
Data on file

σ-2 Receptor Modulators Rescue RPE Lysosomal Trafficking Deficits

CT1812 rescues crucial function of RPE to traffic & degrade photoreceptor outer segments (POS) cargos following toxic insults



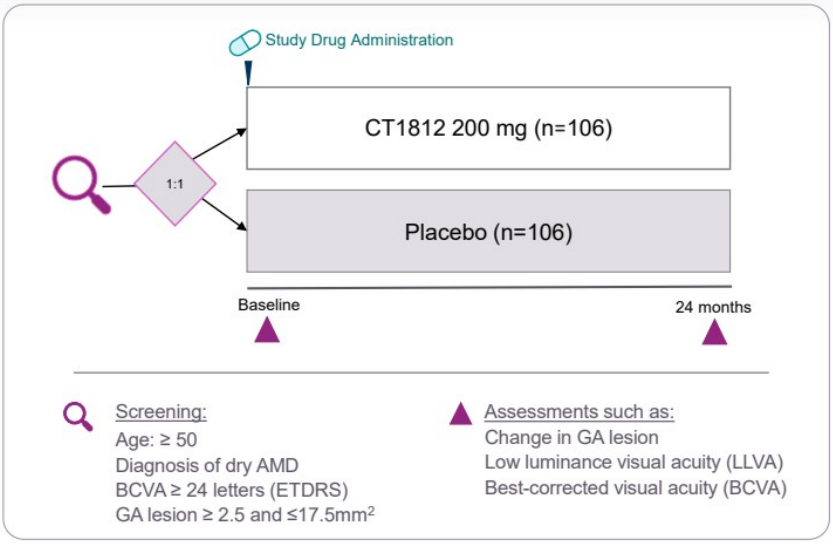




Malagise E et al. Sigma-2 receptor modulators rescue POS trafficking deficits in RPE cell-based models of dry AMD. Poster presented at: 2022 ARVO

COGNITION Therapeutics

Planned Phase 2 (COG2201) will Assess CT1812 in dry AMD and Measurable Geographic Atrophy



NOTE: the Company intends to submit an IND to the FDA by the end of the year, advancing into a Phase 2 study thereafter

Financial Position

Financials as of September 30, 2022

- Cash and Cash Equivalents: $46.6 million
- Expected cash runway into the first half of 2024

Grant funding for CT1812 studies as of Sep 30, 2022

- Preclinical through Phase 2: appx $171.0 million
  - Approximate funding used: ($77.4 million)
  - *Remaining grant funding:* **$93.6 million**

COGNITION™ Therapeutics

Cognition Therapeutics - in Summary

- Targeting unmet needs in age-related degenerative disorders of the central nervous system and retina such as Alzheimer's disease, DLB, GA secondary to dry AMD, and Parkinson's disease
- Functionally distinct therapeutic approach focused on the sigma-2 (σ-2) receptor complex, backed by decades of expertise in the biology of synaptic function and plasticity
- Received over $170 million in non-dilutive grant funding through key collaborations with the National Institute of Aging and other thought-leading institutions
  - *Approximately 50% of ongoing R&D expenses covered by grants*
- Multiple Phase 2 programs expected to provide significant value-creating milestones and data readouts over the next 12 to 24 months
- Expanding pipeline through our proprietary NICE screening platform, strategic alliances and acquisitions
- Seasoned management team with broad scientific, drug development and commercial expertise; experienced board and advisors


Thank You
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