

**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>	2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2021	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)
(Last) (First) (Middle) C/O BIOS PARTNERS, 1751 RIVER RUN, SUITE 400, (Street) FORT WORTH, TX 76107 (City) (State) (Zip)			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)
---------------------------------	---	--	---

**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			
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,424,014	(1)	D	
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	418,926	(1)	I	By Bios Fund I, LP.
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	245,029	(1)	I	By Bios Fund I, QP, LP.
Series B-1 Convertible Preferred Stock	(2)	(2)	Common Stock	78,298	(2)	I	By Bios Fund II, LP.
Series B-1 Convertible Preferred Stock	(2)	(2)	Common Stock	255,765	(2)	I	By Bios Fund II, QP, LP.
Series B-1 Convertible Preferred Stock	(2)	(2)	Common Stock	351,844	(2)	I	By Bios Memory SPV II, LP.
Series B-1 Convertible Preferred Stock	(2)	(2)	Common Stock	34,238	(2)	I	By Bios Fund II, NT, LP.
Series B-1 Convertible Preferred Stock	(2)	(2)	Common Stock	41,620	(2)	I	By Bios Fund III, LP.
Series B-1 Convertible Preferred Stock	(2)	(2)	Common Stock	596,899	(2)	I	By Bios Fund III, QP, LP.
Series B-1 Convertible Preferred Stock	(2)	(2)	Common Stock	34,472	(2)	I	By Bios Fund III, NT, LP.

**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			
Warrant (Right to Buy)	03/15/2016 ⁽³⁾	03/15/2023 ⁽³⁾	Common Stock	33,495	0.03	I	By Bios Memory SPV II, LP.
Simple Agreement for Future Equity	(4)	(4)	Common Stock	\$232,933	(4)	I	By Bios Fund III, LP.
Simple Agreement for Future Equity	(4)	(4)	Common Stock	\$1,521,373	(4)	I	By Bios Fund III, QP, LP.
Simple Agreement for Future Equity	(4)	(4)	Common Stock	\$245,693	(4)	I	By Bios Fund III, NT, LP.

Explanation of Responses:

- 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.
- 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.
- 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.
- The Simple Agreement for Future Equity is convertible into Common Stock automatically upon the closing of the issuer's IPO and has no expiration date.

Remarks:

This report is filed jointly by Bios Memory SPV I, LP, Cavu Management, LP, Aaron Fletcher and Leslie W. Kreis, Jr. Cavu Management, LP, an entity managed and controlled by Leslie W. Kreis, Jr., and Bios Capital Management, LP, an entity managed and controlled by Aaron Fletcher, are the general partners of Bios Memory SPV I, LP. Cavu Management, LP, Bios Capital Management, LP, and Messrs. Kreis and Fletcher each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

/s/ Aaron G. L. Fletcher,

Ph.D., Authorized
Representative

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.