

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>Ogden CAP Associates, LLC</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>		
(Last)	(First)	(Middle)	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)	
545 MADISON AVENUE, SUITE 600							
(Street) NEW YORK, NY 10022						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	
(City) (State) (Zip)							

## 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)
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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 A Convertible Preferred Stock	(1)	(1)	Common Stock	407,916	(1)	D	
Series A-1 Convertible Preferred Stock	(2)	(2)	Common Stock	103,055	(2)	D	
Series A-2 Convertible Preferred Stock	(3)	(3)	Common Stock	272,756	(3)	D	
Series B Convertible Preferred Stock	(4)	(4)	Common Stock	1,263,575	(4)	D	
Series B-1 Convertible Preferred Stock	(5)	(5)	Common Stock	135,679	(5)	D	
Warrant (Right to Buy)	03/15/2016 <sup>(6)</sup>	03/15/2023 <sup>(6)</sup>	Common Stock	27,471	0.03	D	

## Explanation of Responses:

- The Series A 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 Convertible Preferred Stock was adjusted to become convertible into 0.309166795 shares of common stock.
- 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.
- 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.
- 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.

/s/ Philip L. Milstein,

10/07/2021

[Manager of Ogden CAP  
Properties, LLC, Manager  
of the 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 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.**