

OMB APPROVAL	
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**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>Kreis Leslie W.</u>  (Last) (First) (Middle) <u>C/O BIOS EQUITY PARTNERS</u> <u>1751 RIVER RUN, SUITE 400</u>  (Street) <u>FORT WORTH TX 76107</u>  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/09/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/09/2023		A		6,000 <sup>(1)</sup>	A	\$0	6,000	I	See Footnote <sup>(2)</sup>
Common Stock								326,733	I	By Bios Fund III NT, LP <sup>(3)</sup> <small>(4)(5)(6)</small>
Common Stock								2,021,906	I	By Bios Fund III QP, LP <sup>(3)</sup> <small>(4)(5)(6)</small>
Common Stock								309,748	I	By Bios Fund III, LP <sup>(3)(4)(5)(6)</sup>
Common Stock								1,424,014	I	By Bios Memory SPV I, LP <sup>(3)(4)(5)(6)</sup>
Common Stock								418,926	I	By Bios Fund I, LP <sup>(3)(4)(5)(6)</sup>
Common Stock								245,029	I	By Bios Fund I QP, LP <sup>(3)(4)(5)(6)</sup>
Common Stock								78,298	I	By Bios Fund II, LP <sup>(2)(3)(4)(5)</sup>
Common Stock								255,765	I	By Bios Fund II QP, LP <sup>(3)</sup> <small>(4)(5)(6)</small>
Common Stock								34,238	I	By Bios Fund II NT, LP <sup>(3)</sup> <small>(4)(5)(6)</small>
Common Stock								385,248	I	By Bios Memory SPV II, LP <sup>(3)(4)(5)(6)</sup>

**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				
Stock Option (right to buy)	\$2.77	06/09/2023		A		6,000		(7)	06/09/2023	Common Stock	6,000	\$0	6,000	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
[Kreis Leslie W.](#)

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(Last) (First) (Middle)  
[C/O BIOS EQUITY PARTNERS](#)  
[1751 RIVER RUN, SUITE 400](#)

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(Street)  
[FORT WORTH TX 76107](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Cavu Advisors, LLC](#)

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(Last) (First) (Middle)  
[1751 RIVER RUN, SUITE 400](#)

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(Street)  
[FORT WORTH TX 76107](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Cavu Management, LP](#)

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(Last) (First) (Middle)  
[1751 RIVER RUN, SUITE 400](#)

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(Street)  
[FORT WORTH TX 76107](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[BIOS Fund II NT, LP](#)

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(Last) (First) (Middle)  
[1401 FOCH STREET, SUITE 140](#)

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(Street)  
[FORT WORTH TX 76107](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[BIOS Memory SPV II, LP](#)

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(Last) (First) (Middle)  
[1401 FOCH STREET, SUITE 140](#)

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(Street)  
[FORT WORTH TX 76107](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BIOS Equity Partners III, LP](#)

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(Last) (First) (Middle)

1751 RIVER RUN, SUITE 400

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(Street)

FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BIOS Fund III, LP](#)

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(Last) (First) (Middle)

1751 RIVER RUN, SUITE 400

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(Street)

FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BIOS Fund III QP, LP](#)

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(Last) (First) (Middle)

1751 RIVER RUN, SUITE 400

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(Street)

FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BIOS Fund III NT, LP](#)

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(Last) (First) (Middle)

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(City) (State) (Zip)

**Explanation of Responses:**

- Each share is represented by a restricted stock unit ("RSU"). Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement. The RSUs vest in full on the earlier of (i) June 9, 2024 or (ii) on the date of the Issuer's next annual meeting of stockholders, subject to Aaron G.L. Fletcher's ("Dr. Fletcher") continuous service as a director as of the applicable vesting date.
- Pursuant to an agreement with BP Directors, LP ("Bios Directors"), Dr. Fletcher has agreed that he will hold certain equity-based awards granted to him in connection with his services as a director of the Issuer merely as a nominee for Bios Directors. Bios Directors may be deemed the direct or indirect beneficial owner of the reported securities, and Bios Equity Partners, LP ("Bios Equity I"), Cavu Management, LP ("Cavu Management"), Bios Capital Management, LP ("Bios Management"), Cavu Advisors LLC ("Cavu Advisors"), Bios Advisors GP, LLC ("Bios Advisors"), Leslie W. Kreis, Jr. ("Mr. Kreis") and Dr. Fletcher may each be deemed the indirect beneficial owner of the reported securities through his or its respective indirect interest in Bios Directors.
- Bios Equity I is the general partner of the following entities: Bios Fund I, LP ("Bios Fund I"), Bios Fund I QP, LP ("Bios Fund I QP") and Bios Memory SPV I, LP. Bios Equity Partners II, LP is the general partner of the following entities: Bios Fund II, LP ("Bios Fund II"), Bios Fund II QP, LP ("Bios Fund II QP"), Bios Fund II NT, LP ("Bios Fund II NT") and Bios Memory SPV II, LP ("Bios Memory II"). Bios Equity Partners III, LP ("Bios Equity III") is the general partner of the following entities: Bios Fund III, LP ("Bios Fund III"), Bios Fund III QP, LP ("Bios Fund III QP") and Bios Fund III NT, LP ("Bios Fund III NT").
- Bios Management and Cavu Management are the general partners Bios Equity III. Bios Advisors is the general partner of Bios Management. Cavu Advisors is the general partner of Cavu Management. Bios Management and Bios Advisors are entities managed and controlled by Dr. Fletcher. Cavu Management and Cavu Advisors are entities managed and controlled by Mr. Kreis.
- Mr. Kreis, Cavu Management, Cavu Advisors, Dr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by Bios Fund I, Bios Fund I QP, Bios Memory SPV I, Bios Fund II, Bios Fund II QP, Bios Fund II NT, Bios Memory II, Bios Fund III, Bios Fund III QP and Bios Fund III NT (collectively, the "Bios Equity Entities"). Because of the relationship between Mr. Kreis, Mr. Fletcher, Cavu Management, Bios Management, Cavu Advisors, Bios Advisors and the Bios Equity Entities, Mr. Kreis, Dr. Fletcher, Cavu Management, Bios Management, Cavu Advisors, and Bios Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
- For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each reporting person disclaims beneficial ownership of any such securities, except to the extent of his/its pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- The option vests in full on the earlier of (i) June 9, 2024 or (ii) on the date of the Issuer's next annual meeting of stockholders, subject to Dr. Fletcher's continuous service as a director as of the applicable vesting date.

**Remarks:**

This Form 4 is the second of two Forms 4 filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting person. The first Form 4 was filed by Dr. Fletcher, as the designated filer.

[/s/ Leslie W. Kreis, Jr.](#) [06/13/2023](#)  
[Cavu Advisors, LLC By: /s/ Leslie W. Kreis, Jr., Manager](#) [06/13/2023](#)  
[Cavu Management, LP By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager](#) [06/13/2023](#)

Bios Fund II NT, LP By: Bios Equity Partners II, LP, its general partner By: Cavu Management, LP, its general partner By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager 06/13/2023

Bios Memory SPV II, LP By: Bios Equity Partners, LP, its general partner By: Cavu Management, LP, its general partner By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager 06/13/2023

Bios Equity Partners III, LP By: Cavu Management, LP, its general partner By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager 06/13/2023

Bios Fund III, LP By: Bios Equity Partners III, LP, its general partner By: Cavu Management, LP, its general partner By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager 06/13/2023

Bios Fund III QP, LP By: Bios Equity Partners III, LP, its general partner By: Cavu Management, LP, its general partner By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager 06/13/2023

Bios Fund III NT, LP By: Bios Equity Partners III, LP, its general partner By: Cavu Management, LP, its general partner By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager 06/13/2023

\*\* 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.**