

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>Fletcher Aaron G.L.</u> (Last) (First) (Middle) 1751 RIVER RUN SUITE 400 (Street) FT WORTH TX 76107 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2021	3. Issuer Name and Ticker or Trading Symbol <u>COGNITION THERAPEUTICS INC</u> [CGTX]	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 10/07/2021
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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			
Stock Option (right to buy) ⁽¹⁾	(2)	02/23/2031	Common Stock	3,864	1.75	D	
Stock Option (right to buy) ⁽¹⁾	(3)	02/27/2030	Common Stock	3,864	1.07	D	
Series B Convertible Preferred Stock ⁽⁴⁾	(5)	(5)	Common Stock	1,424,014	(5)	I	By Bios Memory SPV I, LP ⁽⁶⁾⁽⁷⁾⁽⁸⁾

1. Name and Address of Reporting Person* <u>Fletcher Aaron G.L.</u> (Last) (First) (Middle) 1751 RIVER RUN SUITE 400 (Street) FT WORTH TX 76107 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Bios Equity Partners, LP</u> (Last) (First) (Middle) 1751 RIVER RUN, SUITE 400 (Street) FORT WORTH TX 76107

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person*

Bios Equity Partners II, LP

(Last)

(First)

(Middle)

1751 RIVER RUN, SUITE 400

(Street)

FORT WORTH TX

76107

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

BIOS Equity Partners III, LP

(Last)

(First)

(Middle)

1751 RIVER RUN
SUITE 400

(Street)

FORT WORTH TX

76107

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Cavu Management, LP

(Last)

(First)

(Middle)

1751 RIVER RUN, SUITE 400

(Street)

FORT WORTH TX

76107

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

BIOS Capital Management, LP

(Last)

(First)

(Middle)

1751 RIVER RUN
SUITE 400

(Street)

FORT WORTH TX

76107

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Cavu Advisors, LLC

(Last)

(First)

(Middle)

1751 RIVER RUN, SUITE 400

(Street)

FORT WORTH TX

76107

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

BIOS Advisors GP, LLC

(Last)

(First)

(Middle)

1751 RIVER RUN		
SUITE 400		
<hr/>		
(Street)		
FORT WORTH	TX	76107
<hr/>		
(City)	(State)	(Zip)
<hr/>		
1. Name and Address of Reporting Person*		
Kreis Leslie W.		
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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)

Explanation of Responses:

1. This amendment (this "Amendment") to the Form 3 filed by Dr. Aaron G. L. Fletcher on October 7, 2021 (the "Original Filing") is being filed to (i) correct the number of shares underlying the two stock options re-reported here, (ii) add certain persons identified in the footnotes of the Original Filing as Reporting Persons, (iii) amend and restate footnote 6 of the Original Filing in its entirety as set forth in footnote 6 of this Amendment, and (iv) further describe the relationships between the Reporting Persons in footnotes 4 and 5 of this Amendment.
2. These options vest in four (4) equal annual installments beginning on February 1, 2022. These options were granted on February 23, 2021.
3. These options vest in four (4) equal annual installments beginning on March 1, 2021. These options were granted on February 27, 2020.
4. This line item is being re-reported here to (i) amend and restate footnote 6 of the Original Filing in its entirety as set forth in footnote 6 of this Amendment, and (ii) further describe the relationships between the Reporting Persons in footnotes 7 and 8 of this Amendment.
5. 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.
6. Bios Equity Partners, LP ("Bios Equity I") is the general partner of Bios Fund I, LP and Bios Fund I QP, LP. Bios Equity Partners II, LP ("Bios Equity II") is the general partner of Bios Fund II, LP, Bios Fund II QP, LP, Bios Fund II NT, LP, and Bios Memory SPV II, LP. Bios Equity Partners III, LP ("Bios Equity III") is the general partner of Bios Fund III, LP, Bios Fund III NT, LP, and Bios Fund III QP, LP. Cavu Management, LP ("Cavu Management") and Bios Capital Management, LP ("Bios Management") are the general partners of Bios Equity I, Bios Equity II, Bios Equity III and Bios Memory SPV I, LP. Cavu Advisors LLC ("Cavu Advisors"), an entity that is managed and controlled by Mr. Leslie W. Kreis, is the general partner of Cavu Management. Bios Advisors GP, LLC ("Bios Advisors"), an entity that is managed and controlled by Dr. Fletcher, is the general partner of Bios Management.
7. Dr. Fletcher, Mr. Kreis, Bios Advisors, Cavu Advisors, Bios Management and Cavu Management each share voting and investment control with respect to the shares held by the following entities: Bios Memory SPV I, LP, Bios Fund I, LP, Bios Fund I QP, LP, Bios Fund II, LP, Bios Fund II QP, LP, Bios Fund II NT, LP, Bios Memory SPV II, LP, Bios Fund III, LP, Bios Fund III NT, LP, and Bios Fund III QP, LP (collectively, the "Bios Equity Entities"). Because of the relationship between Dr. Fletcher, Mr. Kreis, Bios Advisors, Cavu Advisors, Bios Management, Cavu Management and the Bios Equity Entities, each of Dr. Fletcher, Mr. Kreis, Bios Advisors, Cavu Advisors, Bios Management and Cavu Management may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
8. 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 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.

Remarks:

This Amendment is the first of two amendments filed relating to the same event. The second amendment will be filed with respect to the Form 3 filed by Bios Memory SPV I, LP on October 7, 2021 ("Bios Memory I Filing"). The Original Filing and the Bios Memory I Filing were filed in connection with the same event and disclosed the same holdings of the Bios Equity Entities. These amendments are being filed separately because there are more than 10 Reporting Persons in total and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 10 Reporting Persons.

/s/ Aaron Glenn Louis Fletcher	01/31/2022
Bios Equity Partners, LP, By: Bios Capital Management, LP, its general partner, By: Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, Manager	01/31/2022
Bios Equity Partners II, LP, By: Bios Capital Management, LP, its general partner, By: Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, Manager	01/31/2022
Bios Equity Partners III, LP, By: Bios Capital Management, LP, its general partner, By: Bios	01/31/2022

<u>Advisors GP, LLC, its</u> <u>general partner, By: /s/</u> <u>Aaron Glenn Louis</u> <u>Fletcher, Manager</u>	
<u>Cavu Management, LP,</u> <u>By: Cavu Advisors, LLC,</u> <u>its general partner, By: /s/</u> <u>Leslie W. Kreis, Jr,</u> <u>Manager</u>	<u>01/31/2022</u>
<u>Bios Capital Management,</u> <u>LP, By: Bios Advisors GP,</u> <u>LLC, its general partner,</u> <u>By: /s/ Aaron Glenn Louis</u> <u>Fletcher, Manager</u>	<u>01/31/2022</u>
<u>Bios Advisors GP, LLC,</u> <u>By: /s/ Aaron Glenn Louis</u> <u>Fletcher, Manager</u>	<u>01/31/2022</u>
<u>Cavu Advisors, LLC, By:</u> <u>/s/ Leslie W. Kreis, Jr,</u> <u>Manager</u>	<u>01/31/2022</u>
<u>/s/ Leslie W. Kreis</u>	<u>01/31/2022</u>
** 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.