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): April 19, 2023

Cognition Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code Number)

13-4365359 (I.R.S. Employer Identification No.)

2500 Westchester Ave.
Purchase, NY
(Address of principal executive offices)

10577 (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 sa	atisfy the filing obligation of the registrant under any of the follow	ring provisions (see General Instruction A.2. below):
☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230	0.425)	
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14	4a-12)	
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange	e 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 definitely.	ned in Rule 405 of the Securities Act of 1933 (§230.405 of this cl	napter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of thi
		Emerging growth company
If an emerging growth company, indicate by check mark if the registrant has elected not the Exchange Act. \Box	ot to use the extended transition period for complying with any ne	w or revised financial accounting standards provided pursuant to Section 13(a) of

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 exhibits are 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.

Date: April 19, 2023

By: Name: Title:

/s/ Lisa Ricciardi Lisa Ricciardi President and Chief Executive Officer



Developing diseasemodifying medicines for degenerative disorders

Analyst Breakfast April 2023

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 at 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. The 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, achievements by terms such as "may," "might," "will," "should," "expect," "plan," "aim," "seek," "an "could," "intend," "farget," "project," "contemplate," "befeve," "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 statements largely on our current expectation 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 I 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, mainta relationships with suppliers and retain our management and key employees; our ability to successfully advance our current and future product candidates; changes in applicable laws or regulations; the possibility that the we madversely 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 impleme

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 r 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 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. 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 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 at 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 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 perform differ materially from our expressed projections, estimates and assumptions or those provided by third parties.



AGENDA

8:30 – 9:00	Arrivals / Breakfast		
9:00 – 9:15	Welcome and Introductions	Lisa Ricciardi, CEO	
9:15 – 9:35	The SCIENCE: Our Understanding of sigma-2 Receptor Biology	Dr. Anthony Caggiano, CMO & Head of R&D	
9:35 – 9:50	Q&A / BREAK		
9:50 – 10:10	Our RATIONALE CT1812 Biomarker Program	Dr. Britney Lizama Research Scientist	
10:10 – 10:35	The CLINIC: A Review of our Ongoing and Planned Clinical Trials	Dr. Paul Tiseo, VP Clinical Development	
10:35 – 10:50	Q&A/BREAK		
10:50 - 11:00	2023 – 2025 Outlook	Lisa Ricciardi, CEO	
11:00 – 11:15	Q&A	All	
3		COGNITION	

Presenters for Today's Discussion



Lisa Ricciardi President & CEO



Andrew Einhorn Interim CFO



Anthony Caggiano, MD, Ph.D. CMO & Head of R&D



Mary Hamby, Ph.D. VP, Research



Paul Tiseo, Ph.D. VP, Clinical Development



Britney Lizama, Ph.D. Research Scientist

Cognition Therapeutics Highlights

Novel Approach Validated Science

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

CT1812

Oral Once-Daily

Development Focused on Major Commercial Ops

Four Phase 2 trials

AD, DLB, GA/dry AMD

are significant

conditions with large
patient populations

Strong Financials

\$170+ Million in cumulative non-dilutive grant funding

Expected cash runway into first half of 2024



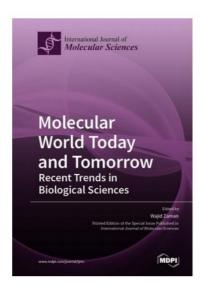
Rigorous Phase 2 Programs Underway and Planned

Clinical Study	Indication	US Prevalence	Grant 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	~ 11 million	\$81 Million
SHIMMER (n=120)	Mild-moderate DLB	~1.4 million	\$30 Million
MAGNIFY (n=240)	GA secondary to dry AMD	~1.5 million	Equity

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



Published in the International Journal of Molecular Sciences



Sigma-2 Receptors – From Basic Biology to Therapeutic Target: A Focus on Age-Related Degenerative Diseases

Britney N. Lizama 1, Jennifer Kahle 2, Susan M. Catalano 1, Anthony O. Caggiano 1, Michael Grundman 34, and Mary E. Hamby 1,*

- Cognition Therapeutics, Inc. Pittsburgh, PA, USA
 HS International, San Diego CA
 Global R&D Partners, LLC, San Diego, California, USA
 Dept. of Neurosciences, University of California, San Diego, USA

Abstract: There is a large unmet medical need to develop disease-modifying treatment options for individuals with age-related degenerative diseases of the central nervous system. The sigma-2 receptor (S2R), encoded by TMEM97, is expressed in brain and retinal cells, and regulates cell functions via its co-receptor progesterone receptor membrane component 1 (PGRMC1), and through other protein-protein interactions. Studies describing functions of S2R involve the manipulation

of expression or pharmacological modulation using exogenous small-molecule ligands. These studies demonstrate that S2R modulates key pathways involved in age-related diseases including autophagy, trafficking, oxidative stress, and amyloid- β and α -synuclein toxicity. Furthermore, S2R modulation can ameliorate functional deficits in cell-based and animal models of disease. This review summarizes the current evidence-based understanding of S2R biology and function, and its potential as a therapeutic target for age-related degenerative diseases of the central nervous system, including Alzheimer's disease, α -synucleinopathies, and dry age-related macular degeneration.



Multiple Near-term Catalysts

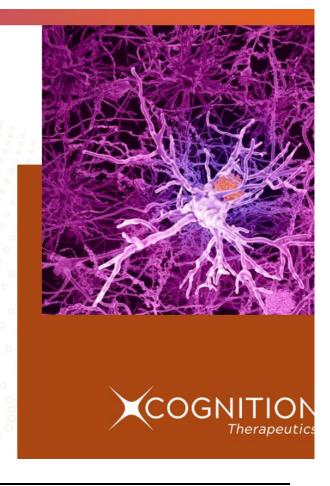


ð

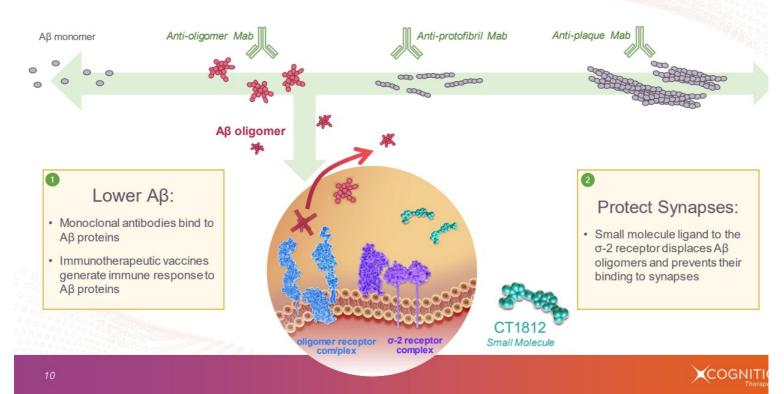


The Science:
Our Understanding of σ-2 Receptor Biology

Anthony Caggiano, MD, PhD CMO and Head of R&D



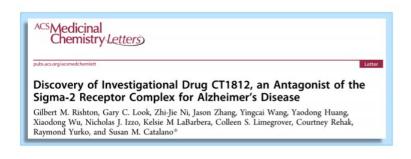
Sigma-2 Modulation to Address Amyloid Toxicity



MoA and Rationale Based in Foundational Science



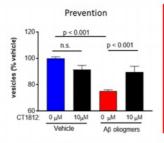
CT1812: The Molecule

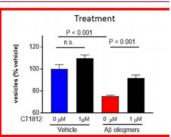


Compound 7 (CT1812)

Table 2. Physiochemical Properties and Brain-to-Plasma Ratios (AUC_{brain}/AUC_{plasma}) of Anti-AβO Compounds

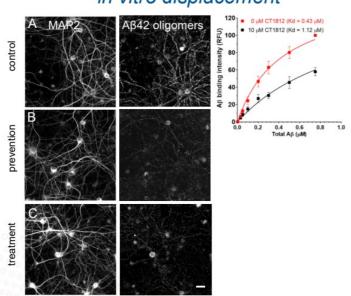
cm	pd MW	cLogP	tPSA	Brain/plasma AUC	Brain/plasma 24 h postdose
(R)	-2 376.2	6.48	12.3	NT	8.2
3	341.8	5.89	12.0	NT	2.0
6	357.5	4.65	32.7	5.64	5.4
7	431.6	3.26	66.8	2.51	5.7

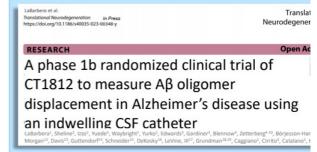




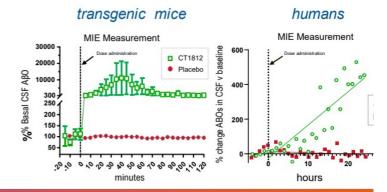
CT1812 Displaces Oligomers

in vitro displacement





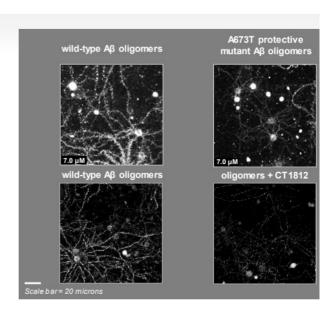
in vivo displacement



Unique Protective Effect: A673T-APP Mutation Supports CT1812 Mc



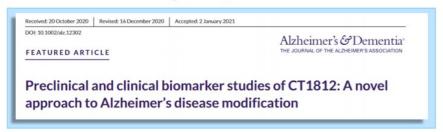
- First variant associated with protection against Alzheimer's disease¹ – 'Icelandic Mutation'
- Mutant Aβ oligomers bind with four-fold lower affinity to neuronal synapses than WT protein
- Carriers are four times less likely to get Alzheimer's disease than non-carriers²
- To our knowledge, CT1812 is the only drug that mimics the protective effects of this mutation

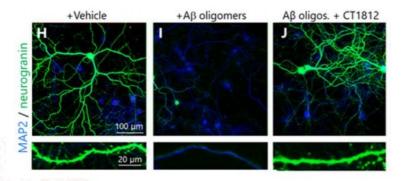


Jonsson, T et al. A mutation in APP protects against Alzheimer's disease and age-related cognitive decline. Nature 488, 96–99 (2012)
 Andrews SJ et al. Protective Variants in Alzheimer's Disease. Curr Genet Med Rep. 2019 March; 7(1): 1–12



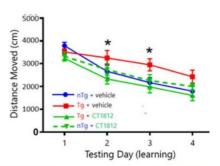
Restores Synapses and Function





Trafficking in cultured neurons n.s. 160 140 120 88 100 40 vehicle Abeta Abeta vehicle

Morris water maze - Swim leng



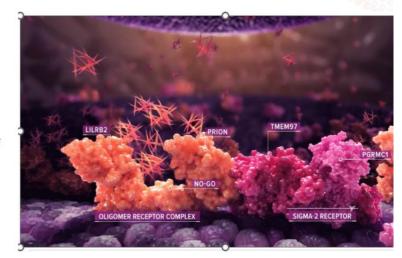
MOA Video



Watch online: https://vimeo.com/800999561

CT1812 and σ -2 Biology

- Decade long publication history supporting the biology of σ -2 in neurodegenerative conditions
- Robust basic science program defining the biological effects of σ-2 modulation and generating new molecules to address serious human disease
- The lead molecule, CT1812, is in multiple proof of concept clinical trials
- Evidence of real disease modification is being generated through our biomarker program to be presented next



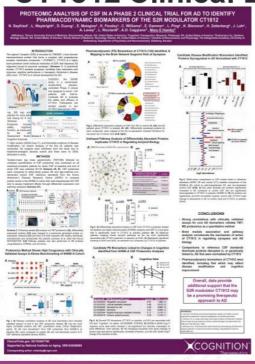


CT1812 Biomarker Program

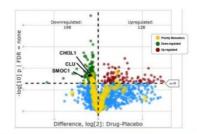
Britney Lizama, PhD Research Scientist

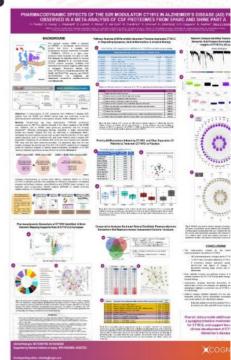


CT1812 Clinical Biomarker Posters



- AD/PD™ 2022 International Conference on Alzheimer's and Parkinson's Diseases; Barcelona, Spain.
- 2022 Alzheimer's
 Association's International
 Conference (AAIC);
 San Diego, CA.

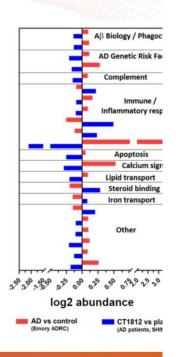






Key Takeaways from 2022 Presentations

- Strong correlations of canonical AD biomarkers from clinically validated assays confirms proteomics method as a quantitative way of assessing the impact of CT1812
 - SHINE-A and SPARC CSF AD biomarkers at baseline were similar to that of the AD group from an independent, wellcharacterized AD and control cohort
- Network and pathway analyses corroborate the mechanism of action of CT1812 in regulating synapses and amyloid biology
- CT1812 normalizes several key proteins dysregulated in or genetically linked to AD



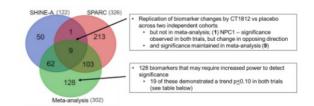
Cognition Poster, AD/PD™ 2022



AD/PD™ 2023 International Conference on AD and PD

Meta-analysis SHINE-A Cohort (CSF) N=36 samples; baseline & 6mo proteomic data for N=18 AD subjects Placebo (n=7) 100mg (n=4) 300mg (n=7) 100mg (n=7) 100mg (n=7) 100mg (n=6) 100mg (n=7) 100mg (n=7) 100mg (n=13)

Comparative Analyses Illuminate Robust Candidate Pharmacodyn Biomarkers that Replicate Across Independent Cohorts / Analys



Amyloid biology, synapse regulation



GO term	Biological Process (Replicated Biomarkers; CT1812 vs placebo)	strength	FDI p-val
GO:1902003	Regulation of amyloid-beta formation	2.14	6.00E
GO:1902430	Negative regulation of amyloid-beta formation	2.41	1.55E
GO:1902993	Positive regulation of amyloid precursor protein catabolic process	2.17	6.17E
GO:1905908	Positive regulation of amyloid fibril formation	2.82	9.19E
GO:0050808	Synapse organization	1.28	0.000
GO:1900272	Negative regulation of long-term synaptic potentiation	2.35	0.000
GO:1902947	Regulation of tau-protein kinase activity	2.31	0.000
GO:1902950	Regulation of dendritic spine maintenance	2.35	0.000
GO:0048638	Regulation of developmental growth	1.2	0.00
GO:1900221	Regulation of amyloid-beta clearance	2.2	0.00



σ-2 Receptor Special Issue



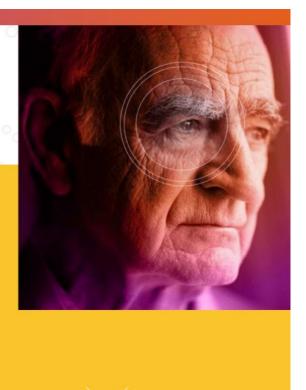
- Goal: summarize the evidence-based understanding of σ -2 receptor biology and function, and its potential as a therapeutic target for age-related CNS diseases
- · Diseases in focus
 - Alzheimer's disease
 - dementia with Lewy bodies
 - Dry age-related macular degeneration
 - Parkinson's disease
- Key functional roles of σ-2 receptor and molecular players
 - Protein-protein interactions
 - Putative endogenous and synthetic ligands



https://www.mdpi.com/1422-0067/24/7/6251

Overview of the Clinical Program for CT1812

Paul J Tiseo, PhD VP & Head of Clinical Development





Overview of Clinical Study Program

Current PoC Studies

- COG0201 SHINE (6-month study in mild-to-moderate AD)
- COG0202 SEQUEL (quantitative EEG study in mild-to-moderate AD)
- COG0203 START (18-month study in early AD)
- COG1201 SHIMMER (6-month study in patients with dementia with Lewy bodies)

Planned PoC Study

COG2201 - MAGNIFY (2-year study in dry AMD)

COGNITION

24

SEQUEL (COG0202)

Showing Impact CT1812 on Cortical Brain Wave Activity via Quantitative EEG



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



- Objective: To evaluate changes in synaptic function through quantitative EEG, as reflected by cortical theta wave power
- · Last patient visit end of April 2023
- Topline data expected mid-year 2023

COGNITION Therapo

25

SEQUEL (COG0202): Single-site Study Evaluating efficacy of CT1812 via quantitative EEG, as reflected by relative theta power

LPLV: April 2023 with Topline Data: mid 2023

Screening	Period One (4 weeks)	Period Two (4 weeks)	Assessments
- Labs - Quantitative EEG 1 - MRI - Brain amyloid via PET	CT1812 (n=8), 300mg Placebo (n=8) Oral QD Administration	→ Placebo → CT1812,300mg	- Quantitative EEG - CSF biomarkers

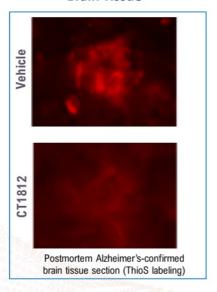
Principal investigator: Everard (Jort) Vijverberg, MD, PhD at the Amsterdam University Medical Centers

SEQUEL COG0202 study (NCT04735536) partially funded by \$5.4M NIA grant (including \$2.1M supplement) R01AG058710

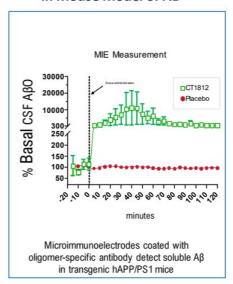


Nonclinical Testing Supports AβO Hypothesis for CT1812

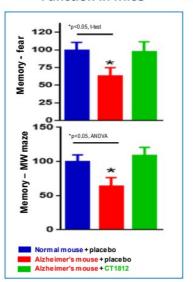
Displaces Oligomers from AD Patient Brain Tissue



CT1812 Displaces Oligomers in Mouse Model of AD

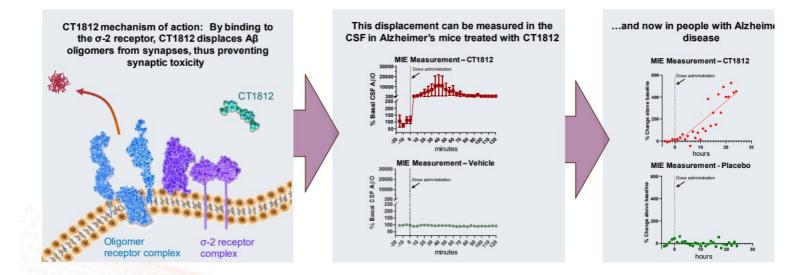


CT1812 Restores Cognitive Function in Mice



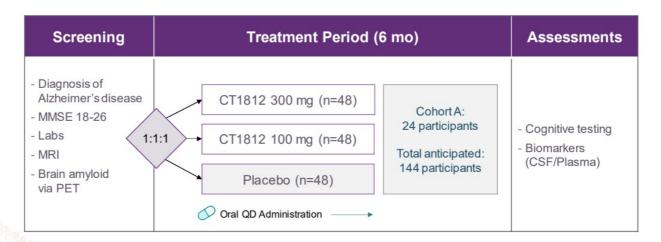
Evidence of Target Engagement: SNAP Study

First evidence of target engagement in humans, mirrors preclinical findings, corroborating our mechanism of action





Phase 2 Safety and Efficacy Study in Adults with Mild-to-moderate Alzheimer's Disease

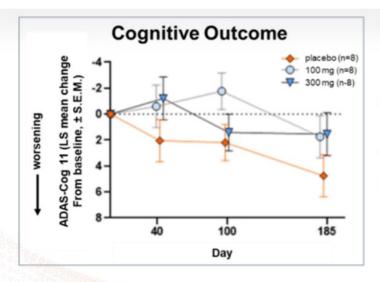


SHINE COG0201 study (NCT03507790) partially funded by \$31M NIA grant R01AG058660



Cognitive & Biological Outcomes:

Interim analysis yields promising results (n=24)



- 3-point difference (ADAS-COG) observed between treated and untreated patients at day 185
- Clinically meaningful magnitude of change in 6 months
- Trend for improved cognitive outcome
- · Enrolling at sites in US and Europe

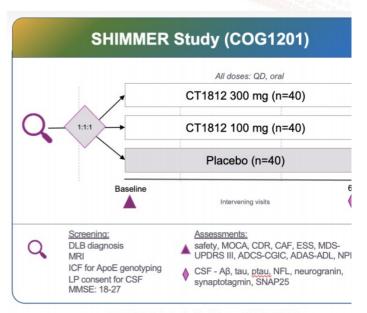
Phase 2 Study in Dementia with Lewy Bodies



 Principal investigator: James E. Galvin, MD, MPH, professor of neurology and director of the Comprehensive Center for Brain Health



- Funded by ~\$30M NIA Grant
- A total of 30 sites in the US
- Study ongoing. N = 120 patients

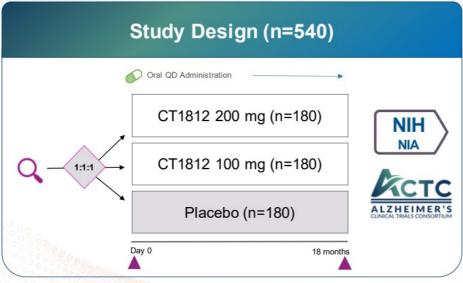


COG1201 study funded by NIA grant R01AG071643





Targeting Early Alzheimer's Disease



START COG0203 Study (NCT05531656) funded by NIA grant R01AG065248

- A randomized, double-blind, placek 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: Site activation in progress

New Indication:

Geographic Atrophy
Secondary to Dry Age-related
Macular Degeneration

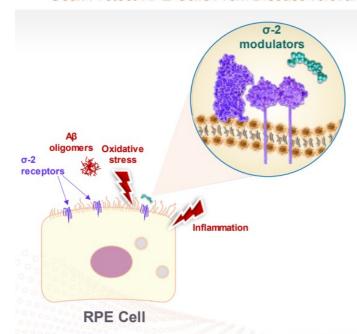
Anthony Caggiano, MD, PhD CMO and Head of R&D





Rationale for σ -2 Modulators in Dry AMD

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

σ -2 receptor modulators

- · Non-invasive oral small molecule approach to reach ret
- Clinical biomarker support: Proteomics analyses showed differential movement of proteins involved in dry AMD
- Preclinical data: regulates cell survival and inflammatory pathways, ameliorate trafficking deficits

Unbiased Pathway Analysis of Patient Clinical Trial Proteomics Data Supports Targeting σ -2 for dAMD

Proteomics datasets from two Phase 2 clinical trials

1. COG0102

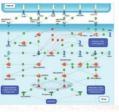
Phase 2 trial of σ-2 receptor modulator, CT1812, or placebo in mild-to-moderate AD patients

Proteomics analysis of CSF at 28 d (N=15)

2. SHINE-A

Phase 2 trial of σ-2 receptor modulator, CT1812, or placebo in mild-to-moderate AD patients

Proteomics analysis of CSF at 6mo (N=18)



1. List of proteins differentially expressed in CSF from CT1812vs. placebo-treated patients generated for each trial, timepoint

2. Metacore pathway analysis of CSF (CT1812 vs placebo) across trials conducted to ascertain which predesignated functional disease ontologies may be significantly affected

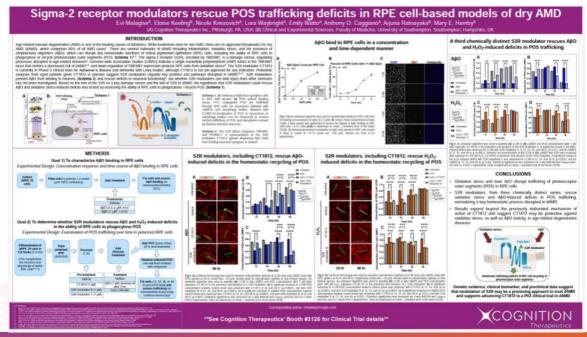
Top Disease Ontologie

- 1. Geographic atrophy
- Central nervous system dise 2.
- Cognition disorders
- Mental disorders
- 5. Psychiatry and psychology
- Macular degeneration
- Neurocognitive disorders
- Rett syndrome
- Dementia
- 10. Movement disorders
- Neurodegenerative disease
- 12. Brain diseases
- 13. Basal ganglia diseases
- 14. Anemia
- 15. Infections





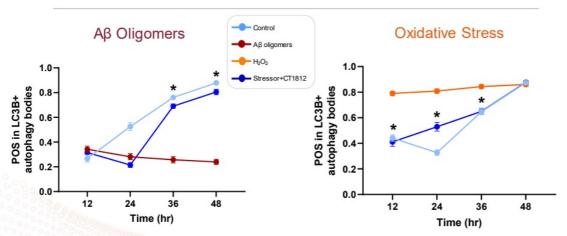
2022 Annual Meeting of the Association for Research in Vision and Ophthalmology (ARVO)

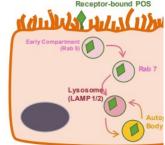




σ-2 Receptor Modulators Rescue RPE Lysosomal Trafficking Deficits

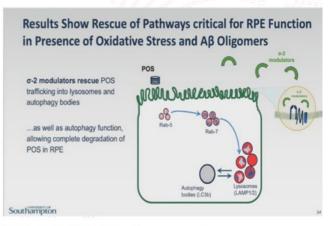
CT1812 rescues crucial function of RPE to traffic & degrade photoreceptor outer segments (POS) cargos following toxic insults





Dry AMD Endpoints: GA

- A fundus camera records images of the interior surface of the eye, providing visual detail of the retina, optic disc and macula
- Fundus photography is used to determine the presence of drusen and GA lesions
- In dry AMD, GA lesions are correlated with death of RPE cells and often precede noticeable vision loss





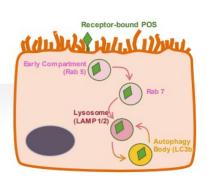
Lipofuscin, a byproduct of lysosomal breakdown of photoreceptor outer segments, has innate fluorescent properties, which can be detected by fundus autofluorescence (FAF)

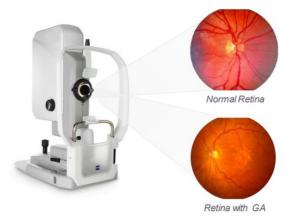


Dr. Arjuna Ratnayaka
University of Southampton
Clinical and Experimental Sciences

Dry AMD Clinical Development

- Genetic, biomarker and preclinical data demonstrate the potential of σ -2 modulation to improve outcomes in GA associated with dry AMD
- GA is a large unmet medical need where recent successes have demonstrated a clear and objective path to regulatory approval
- Coming soon: a phase 2 clinical trial







Phase 2 will Assess CT1812 in GA Secondary to Dry AMD

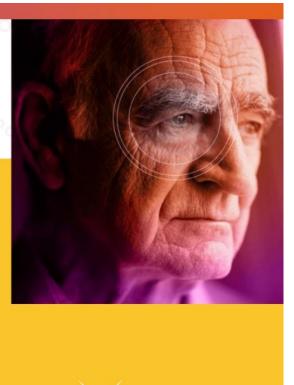
Screening	Treatment Period (24 mo)	Assessments
- Age: ≥ 50 - Diagnosis of dry AMD - BCVA ≥ 24	CT1812 (n=123)	- Change in GA lesion area (FAF) - Ellipsoid zone area (SD-OCT)
letters (ETDRS) - GA lesion ≥ 2.5 and ≤17.5mm²	Placebo (n=123)	- Drusen volume (SD-OCT)
	Oral QD Administration	



40

Finances and Conclusions

Andrew Einhorn
Interim Chief Financial Officer





Significant Grant Support from NIH

Provides validation of scientific approach

Grant funding for CT1812 studies as of Dec 31, 2022

• Cumulative grant awards: appx \$171.0 million

Approximate funding used: (\$81.7 million)
Remaining grant funding: \$89.3 million

Clinical Study	Total Award	NIA Grant Number
START (early Alzheimer's disease)	\$ 81 million	AG065248
SHINE (mild-moderate Alzheimer's)	\$ 30 million	AG058660
SHIMMER (mild-moderate DLB)	\$ 29 million	AG071643
SEQUEL (qEEG in Alzheimer's)	\$ 5.4 million	AG058710



Financial Position

Financials as of December 31, 2022

Cash and Cash Equivalents:

\$41.6 million

· Expected cash runway into the second half of 2024

Recent Financings

- ATM initiated
- Committed Equity Facility
- Reverse inquiry November 2022



