

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) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400  (Street) FORT WORTH TX 76107  (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) 11/28/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	11/28/2022		P	V	1,973	A	\$2.6497 <sup>(5)</sup>	326,733	I	By Bios Fund III NT, LP <sup>(1)</sup> <small>(2)(3)(4)</small>
Common Stock	11/28/2022		P	V	12,220	A	\$2.6497 <sup>(5)</sup>	2,021,906	I	By Bios Fund III QP, LP <sup>(1)</sup> <small>(2)(3)(4)</small>
Common Stock	11/28/2022		P	V	1,871	A	\$2.6497 <sup>(5)</sup>	309,748	I	By Bios Fund III, LP <sup>(1)(2)(3)(4)</sup>
Common Stock								1,424,014	I	By Bios Memory SPV I, LP <sup>(1)(2)(3)(4)</sup>
Common Stock								418,926	I	By Bios Fund I, LP <sup>(1)(2)(3)(4)</sup>
Common Stock								245,029	I	By Bios Fund I QP, LP <sup>(1)</sup> <small>(2)(3)(4)</small>
Common Stock								78,298	I	By Bios Fund II, LP <sup>(1)(2)(3)(4)</sup>
Common Stock								255,765	I	By Bios Fund II QP, LP <sup>(1)</sup> <small>(2)(3)(4)</small>
Common Stock								34,238	I	By Bios Fund II NT, LP <sup>(1)</sup> <small>(2)(3)(4)</small>
Common Stock								385,248	I	By Bios Memory SPV II, LP <sup>(1)(2)(3)(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1751 RIVER RUN  
SUITE 400

(Street)

FORT WORTH TX 76107

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BIOS Fund 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\*

[BIOS Fund III QP, 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 Fund III NT, LP](#)

(Last) (First) (Middle)

1751 RIVER RUN, SUITE 400

(Street)

FORT WORTH TX 76107

(City) (State) (Zip)

#### Explanation of Responses:

1. Bios Equity Partners, LP ("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 Memory I"). Bios Equity Partners II, LP ("Bios Equity II") 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 Capital Management, LP ("Bios Management") and Cavu Management, LP ("Cavu Management") are the general partners Bios Equity III.

2. Bios Advisors GP, LLC ("Bios Advisors") is the general partner of Bios Management. Cavu Advisors LLC ("Cavu Advisors") is the general partner of Cavu Management. Bios Management and Bios Advisors are entities managed and controlled by Aaron G.L. Fletcher. Cavu Management and Cavu Advisors are entities managed and controlled by Leslie W. Kreis, Jr.

3. Mr. Kreis, Cavu Management, Cavu Advisors, Mr. 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, Mr. 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.

4. 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.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.64 to \$2.65, inclusive. The reporting persons undertake to provide to Cognition Therapeutics Inc., any security holder of Cognition Therapeutics Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.

#### 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 Aaron G.L. Fletcher as the designated filer.

[/s/ Leslie W. Kreis, Jr.](#) [11/29/2022](#)

[Cavu Advisors, LLC By: /s/ Leslie W. Kreis, Jr., Manager](#) [11/29/2022](#)

[Cavu Management, LP By: Cavu Advisors, LLC, its general partner By: /s/ Leslie W. Kreis, Jr., Manager](#) [11/29/2022](#)

[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](#) [11/29/2022](#)

Bios Memory SPV II, LP By: 11/29/2022  
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

Bios Equity Partners III, LP  
By: Cavu Management, LP, its  
general partner By: Cavu 11/29/2022  
Advisors, LLC, its general  
partner By: /s/ Leslie W.  
Kreis, Jr., Manager

Bios Fund III, LP By: Bios  
Equity Partners III, LP, its  
general partner By: Cavu  
Management, LP, its general 11/29/2022  
partner By: Cavu Advisors,  
LLC, its general partner By:  
/s/ Leslie W. Kreis, Jr.,  
Manager

Bios Fund III QP, LP By: Bios  
Equity Partners III, LP, its  
general partner By: Cavu  
Management, LP, its general 11/29/2022  
partner By: Cavu Advisors,  
LLC, its general partner By:  
/s/ Leslie W. Kreis, Jr.,  
Manager

Bios Fund III NT, LP By: Bios  
Equity Partners III, LP, its  
general partner By: Cavu  
Management, LP, its general 11/29/2022  
partner By: Cavu Advisors,  
LLC, its general partner By:  
/s/ Leslie W. Kreis, Jr.,  
Manager

\*\* 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.**