

September 10, 2021

VIA EDGAR AND OVERNIGHT MAIL

U.S. Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549
Attention: Eric Atallah, Kevin Kuhar, Margaret Schwartz and Celeste Murphy

Re: Cognition Therapeutics, Inc.
Amendment No. 2 to Registration Statement on Form S-1
Filed August 20, 2021
File No. 333-257999

Ladies and Gentlemen:

We are submitting this letter on behalf of our client Cognition Therapeutics, Inc. (the "**Company**"), in response to the written comments of the staff (the "**Staff**") of the U.S. Securities and Exchange Commission (the "**SEC**") contained in the Staff's letter, dated August 25, 2021 (the "**Comment Letter**") in connection with the Company's Amendment No. 2 to Registration Statement on Form S-1 (the "**Registration Statement**"), as filed with the SEC August 26, 2021. In response to the comments set forth in the Comment Letter, the Company has revised the Registration Statement as further described below and is publicly filing the amended Registration Statement on Form S-1 (the "**Amended S-1**") with this response letter.

For your convenience, the Company's responses are set forth below, with the headings and numbered items of this letter corresponding to the headings and numbered items contained in the Comment Letter. Each of the comments from the Comment Letter is restated in bold and italics prior to the Company's response. Capitalized terms used but not defined in this letter shall have the respective meanings given to such terms in the Registration Statement. Page references in the text of this response letter correspond to the page numbers of the Registration Statement.

Amendment No. 2 to Registration Statement on Form S-1

Note 3. Financial Instruments and Fair Value Measurements
Simple Agreements for Future Equity, page F-40

1. **We note the discussion on page 85 that the change in fair value of the SAFE was primarily attributable to the change in the probability of occurrence of future event inputs in the valuation model. Please revise to describe the valuation technique and quantify the significant unobservable inputs underlying the level 3 fair value measurement of the SAFE. Refer to ASC 820-10-50-2bbb.**

The Company respectfully acknowledges the Staff's comment and has revised the disclosure on page F-40 of the Amended S-1 to address the Staff's comment.



We thank you for your prompt attention to this letter responding to the Staff's Comment Letter and look forward to hearing from you at your earliest convenience. Please direct any questions concerning this filing to the undersigned at 215.981.4331.

Sincerely,

/s/ Rachael M. Bushey, Esq.

Rachael M. Bushey, Esq.

cc: Via Email
Lisa Ricciardi, Cognition Therapeutics, Inc.
James M. O'Brien, Cognition Therapeutics, Inc.
Joseph Walsh, Troutman Pepper Hamilton Sanders LLP
Stephen Older, McGuireWoods LLP
Rakesh Gopalan, McGuireWoods LLP