

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Ricciardi Lisa</u> <hr/> (Last) (First) (Middle) <u>C/O COGNITION THERAPEUTICS, INC.,</u> <u>2500 WESTCHESTER AVE.,</u> <hr/> (Street) <u>PURCHASE, NY 10577</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/07/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>COGNITION THERAPEUTICS INC [CGTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p align="center"><u>CEO & President</u></p>	5. 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 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)
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**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				
Stock Option (right to buy)	(1)	09/29/2029	Common Stock	20,095	1.07	D
Stock Option (right to buy)	(2)	02/27/2030	Common Stock	7,729	1.07	D
Stock Option (right to buy)	(3)	06/01/2030	Common Stock	896,177	1.2	D
Stock Option (right to buy)	(4)	03/23/2030	Common Stock	41,737	1.2	D

Explanation of Responses:

- The options vest in four (4) equal annual installments beginning on the first anniversary of the option's grant date. The option was granted on September 29, 2019.
- The options vest in four (4) equal annual installments beginning on the first anniversary of the option's grant date. The option was granted on February 27, 2020.
- 25% of the shares underlying the option vest on the first anniversary of the option's grant date and the remaining 75% vest in equal monthly installments for the thirty-six (36) months thereafter. The option was granted on June 1, 2020.
- The option is fully vested.

/s/ Lisa Ricciardi,
Attorney-in-Fact

10/07/2021

** 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.