

Tempus Applied Solutions Holdings, Inc.

Form 4

July 11, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COHEN PETER A

2. Issuer Name **and** Ticker or Trading  
Symbol  
Tempus Applied Solutions Holdings,  
Inc. [TMPS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
599 LEXINGTON AVENUE, 20TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/07/2017

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10022

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 <u>(1)</u>         | 07/07/2017                           |  | S                              |   | 194,349 | D          | \$ 0.3934 | 1,497,317   | I <u>(2)</u>   | By Cowen Investments LLC                              |
| Common Stock <u>(1)</u>         | 07/10/2017                           |  | S                              |   | 133,202 | D          | \$ 0.3694 | 1,364,115   | I <u>(2)</u>   | By Cowen Investments LLC                              |
| Common Stock <u>(1)</u>         | 07/11/2017                           |  | S                              |   | 122,363 | D          | \$ 0.3159 | 1,241,752   | I <u>(2)</u>   | By Cowen Investments LLC                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| Warrant<br>(1)                                      | \$ 11.5  |   |   |                                      |  | 08/30/2015 12/13/2017  | Common<br>Stock   | 1,923,537                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| COHEN PETER A<br>599 LEXINGTON AVENUE<br>20TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| Cowen Investments LLC<br>599 LEXINGTON AVENUE<br>NEW YORK, NY 10022       |               | X         |         |       |
| RCG LV Pearl LLC<br>599 LEXINGTON AVENUE<br>NEW YORK, NY 10022            |               | X         |         |       |
| COWEN INC.<br>599 LEXINGTON AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022      |               | X         |         |       |

## Signatures

By: /s/ Peter A. Cohen

07/11/2017

\_\_Signature of Reporting Person

Date

07/11/2017

## Edgar Filing: Tempus Applied Solutions Holdings, Inc. - Form 4

Cowen Investments, LLC, By: RCG LV Pearl LLC, sole member, By: Cowen Inc., sole member, By: /s/ Owen S. Littman, General Counsel

\_\_Signature of Reporting Person

Date

RCG LV Pearl LLC, By: Cowen Inc., sole member, By: /s/ Owen S. Littman, General Counsel

07/11/2017

\_\_Signature of Reporting Person

Date

Cowen Inc., By: /s/ Owen S. Littman, General Counsel

07/11/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

This Form 4 is filed jointly by Cowen Investments LLC ("Cowen Investments"), RCG LV Pearl LLC ("RCG"), Cowen Inc. ("Cowen Inc.") and Peter A. Cohen (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a

- (1) Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

- (2) Represents securities owned directly by Cowen Investments. As the sole member of Cowen Investments, RCG may be deemed to beneficially own the securities owned directly by Cowen Investments. As the sole member of RCG, Cowen Inc. may be deemed to beneficially own the securities owned directly by Cowen Investments. As the Chairman and Chief Executive Officer of Cowen Inc., Mr. Cohen may be deemed to beneficially own the securities owned directly by Cowen Investments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.