

Tempus Applied Solutions Holdings, Inc.

Form 3/A

November 06, 2015

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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burden hours per  
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â COHEN PETER A

(Last) (First) (Middle)

599 LEXINGTON  
AVENUE,Â 20TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/28/2015

3. Issuer Name **and** Ticker or Trading Symbol

Tempus Applied Solutions Holdings, Inc. [TMPS]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)

10/28/2015

6. Individual or Joint/Group  
Filing(Check Applicable Line)☐ Form filed by One Reporting  
Person☒ 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)Common Stock <sup>(1)</sup>

656,250

I <sup>(2)</sup>

By Cowen Investments LLC

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

SEC 1473 (7-02)

**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.****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)  
  
Title4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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|                                   | Date<br>Exercisable | Expiration<br>Date |   | Amount or<br>Number of<br>Shares |         | or Indirect<br>(I)<br>(Instr. 5) |                             |
|-----------------------------------|---------------------|--------------------|---|----------------------------------|---------|----------------------------------|-----------------------------|
| Warrant <sup>(1)</sup>            | 08/30/2015          | 12/13/2017         | Common<br>Stock   | 1,923,537                        | \$ 11.5 | I <sup>(2)</sup>                 | By Cowen<br>Investments LLC |
| Series A-2 Warrant <sup>(1)</sup> | 07/31/2015          | 07/31/2020         | Common<br>Stock or<br>Series A<br>Convertible<br>Preferred<br>Stock | 328,125                          | \$ 4.8  | I <sup>(2)</sup>                 | By Cowen<br>Investments LLC |
| Series A-3 Warrant <sup>(1)</sup> | 08/14/2015          | 07/31/2020         | Common<br>Stock or<br>Series A<br>Convertible<br>Preferred<br>Stock | 65,625                           | \$ 4.8  | I <sup>(2)</sup>                 | By Cowen<br>Investments LLC |
| Series B-2 Warrant <sup>(1)</sup> | 07/31/2015          | 10/31/2016         | Common<br>Stock or<br>Series A<br>Convertible<br>Preferred<br>Stock | 109,375                          | \$ 5    | I <sup>(2)</sup>                 | By Cowen<br>Investments LLC |
| Series B-3 Warrant <sup>(1)</sup> | 08/14/2015          | 10/31/2016         | Common<br>Stock or<br>Series A<br>Convertible<br>Preferred<br>Stock | 21,875                           | \$ 5    | I <sup>(2)</sup>                 | By Cowen<br>Investments LLC |

## 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 | Â X           | Â X       | Â       | Â     |
| Cowen Investments LLC<br>599 LEXINGTON AVENUE<br>NEW YORK, NY 10022       | Â             | Â X       | Â       | Â     |
| RCG LV Pearl LLC<br>599 LEXINGTON AVENUE<br>NEW YORK, NY 10022            | Â             | Â X       | Â       | Â     |
| COWEN GROUP, INC.   | Â             | Â X       | Â       | Â     |

599 LEXINGTON AVENUE, 20TH FLOOR  
NEW YORK, NY 10022

## Signatures

By: /s/ Peter A. Cohen

11/06/2015

**Signature of Reporting Person**

Date \_\_\_\_\_

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

11/06/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

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

11/06/2015

Signature of Reporting Person

Date \_\_\_\_\_

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

11/06/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

### Explanation of Responses:

\* 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).

(1) This Form 3/A amends and restates in its entirety the Form 3 filed by Peter A. Cohen on October 28, 2015 and the Form 3 filed by Cowen Investments LLC ("Cowen Investments") on November 2, 2015 and constitutes the initial Form 3 of RCG LV Pearl LLC ("RCG") and Cowen Group, Inc. ("Cowen Group"). This Form 3/A is filed jointly by Cowen Investments, RCG, Cowen Group and Peter A. Cohen (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a 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 Group may be deemed to beneficially own the securities owned directly by Cowen Investments. As the Chairman and Chief Executive Officer of Cowen Group, 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.

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