

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,
2005Estimated average
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 ⁽¹⁾

656,250

I ⁽²⁾

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

Reporting Owners

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