

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

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â COHEN PETER A		(Month/Day/Year)	Tempus Applied Solutions Holdings, Inc. [TMPS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
				10/28/2015
599 LEXINGTON AVENUE,Â 20TH FLOOR			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
NEW YORK,Â NYÂ 10022			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" 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)
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)  Title	4. Conversion or Exercise Price of Derivative Security	5. 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 <sup>(1)</sup>	08/30/2015	12/13/2017	Common Stock 1,923,537	\$ 11.5	I <sup>(2)</sup> By Cowen Investments LLC
Series A-2 Warrant <sup>(1)</sup>	07/31/2015	07/31/2020	Common Stock or Series A Convertible Preferred Stock 328,125	\$ 4.8	I <sup>(2)</sup> By Cowen Investments LLC
Series A-3 Warrant <sup>(1)</sup>	08/14/2015	07/31/2020	Common Stock or Series A Convertible Preferred Stock 65,625	\$ 4.8	I <sup>(2)</sup> By Cowen Investments LLC
Series B-2 Warrant <sup>(1)</sup>	07/31/2015	10/31/2016	Common Stock or Series A Convertible Preferred Stock 109,375	\$ 5	I <sup>(2)</sup> By Cowen Investments LLC
Series B-3 Warrant <sup>(1)</sup>	08/14/2015	10/31/2016	Common Stock or Series A Convertible Preferred Stock 21,875	\$ 5	I <sup>(2)</sup> 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	X	X		
Cowen Investments LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
RCG LV Pearl LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
COWEN GROUP, INC.		X		

