

Tempus Applied Solutions Holdings, Inc.  
Form 4  
June 30, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/29/2017

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

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 <sup>(1)</sup>	06/29/2017		X		328,125	A	\$ 0.08	1,626,041 I <sup>(2)</sup>	By Cowen Investments LLC
Common Stock <sup>(1)</sup>	06/29/2017		X		65,625	A	\$ 0.08	1,691,666 I <sup>(2)</sup>	By Cowen Investments LLC

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

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SEC 1474 (9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A-2 Warrant <u>(1)</u>	\$ 0.08	06/29/2017		X	328,125	07/31/2015	07/31/2020	Common Stock or Series A Convertible Preferred Stock	328
Series A-3 Warrant <u>(1)</u>	\$ 0.08	06/29/2017		X	65,625	08/14/2015	07/31/2020	Common Stock or Series A Convertible Preferred Stock	65,625
Warrant <u>(1)</u>	\$ 11.5					08/30/2015	12/13/2017	Common Stock	1,920

## 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		
Cowen Investments LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
RCG LV Pearl LLC 599 LEXINGTON AVENUE NEW YORK, NY 10022		X		
COWEN INC. 599 LEXINGTON AVENUE, 20TH FLOOR		X		

NEW YORK, NY 10022

## Signatures

By: /s/ Peter A. Cohen

06/30/2017

\_\_Signature of Reporting Person

Date

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

06/30/2017

\_\_Signature of Reporting Person

Date

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

06/30/2017

\_\_Signature of Reporting Person

Date

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

06/30/2017

\_\_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.

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