

Tempus Applied Solutions Holdings, Inc.
 Form 4
 February 24, 2016

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

OMB APPROVAL

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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)

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

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

599 LEXINGTON AVENUE, 20TH FLOOR

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

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

(Street)

NEW YORK, NY 10022

(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 ⁽¹⁾ | 02/22/2016 | | J ⁽³⁾ | | 534,722 | A | <u>3</u> | 1,190,972 | I ⁽²⁾ | By Cowen Investments LLC |
| Common Stock ⁽¹⁾ | 02/22/2016 | | J ⁽³⁾ | | 106,944 | A | <u>3</u> | 1,297,916 | I ⁽²⁾ | 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 B-2 Warrant <u>(1)</u> | <u>(3)</u> | 02/22/2016 | | J ⁽³⁾ | 109,375 | 07/31/2015 | 10/31/2016 | Common Stock or Series A Convertible Preferred Stock | 534 |
| Series B-3 Warrant <u>(1)</u> | <u>(3)</u> | 02/22/2016 | | J ⁽³⁾ | 21,875 | 08/14/2015 | 10/31/2016 | Common Stock or Series A Convertible Preferred Stock | 106 |
| Warrant <u>(1)</u> | \$ 11.5 | | | | | 08/30/2015 | 12/13/2017 | Common Stock | 1,922 |
| Series A-2 Warrant <u>(1)</u> | \$ 4.8 | | | | | 07/31/2015 | 07/31/2020 | Common Stock or Series A Convertible Preferred Stock | 328 |
| Series A-3 Warrant <u>(1)</u> | \$ 4.8 | | | | | 08/14/2015 | 07/31/2020 | Common Stock or Series A Convertible Preferred Stock | 65 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
| X | X | | |

COHEN PETER A
599 LEXINGTON AVENUE
20TH FLOOR
NEW YORK, NY 10022

Cowen Investments LLC
599 LEXINGTON AVENUE X
NEW YORK, NY 10022

RCG LV Pearl LLC
599 LEXINGTON AVENUE X
NEW YORK, NY 10022

COWEN GROUP, INC.
599 LEXINGTON AVENUE, 20TH FLOOR X
NEW YORK, NY 10022

Signatures

By: /s/ Peter A. Cohen 02/24/2016

__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 02/24/2016

__Signature of Reporting Person Date

RCG LV Pearl LLC, By: Cowen Group, Inc., sole member, By: /s/ Owen S. Littman, General
Counsel 02/24/2016

__Signature of Reporting Person Date

Cowen Group, Inc., By: /s/ Owen S. Littman, General Counsel 02/24/2016

__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 Group, Inc. ("Cowen Group") and Peter A. Cohen (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a

(1) 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.

(3) On February 22, 2016, Cowen Investments exercised its (i) Series B-2 Warrants into 534,722 Shares, and (ii) Series B-3 Warrants into 106,944 Shares, pursuant to a formula contained in the respective warrant agreements that did not require the payment of any cash consideration or the withholding of warrant shares upon such exercise.

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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