

Tempus Applied Solutions Holdings, Inc.
 Form 4
 July 14, 2017

FORM 4

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

OMB APPROVAL

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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)
 07/12/2017

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 07/12/2017 | | S | 500,000 D \$ 0.2114 | 741,752 | I ⁽²⁾ | By Cowen Investments LLC |
| Common Stock ⁽¹⁾ | 07/13/2017 | | S | 100,000 D \$ 0.3078 | 641,752 | 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Warrant <u>(1)</u> | \$ 11.5 | | | | | 08/30/2015 12/13/2017 | Common Stock 1,923,537 |

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 NEW YORK, NY 10022 | | X | | |

Signatures

By: /s/ Peter A. Cohen

07/14/2017

**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

07/14/2017

**Signature of Reporting Person

Date

07/14/2017

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

__Signature of Reporting Person

Date

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

07/14/2017

__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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