

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)

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**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	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
<u>        </u> **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
<u>        </u> **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
<u>        </u> **Signature of Reporting Person	Date
Cowen Group, Inc., By: /s/ Owen S. Littman, General Counsel	11/06/2015
<u>        </u> **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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