

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>COWEN INC.</u> (Last) (First) (Middle) 599 LEXINGTON AVENUE, 20TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tempus Applied Solutions Holdings, Inc. [CNAC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Ordinary Shares ⁽¹⁾	03/29/2019		P		100	A	\$10.32	610,800 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	04/30/2019		P		400	A	\$10.245	611,200 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	04/30/2019		P		1,726	A	\$10.29	612,926 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	04/30/2019		P		6,836	A	\$10.3	619,762 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	04/30/2019		P		300	A	\$10.34	620,062 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	05/30/2019		P		100	A	\$10.34	620,162 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	05/31/2019		P		1,500	A	\$10.34	621,662 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	06/04/2019		P		1,000	A	\$10.35	622,662 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	06/04/2019		P		100	A	\$10.39	622,762 ⁽²⁾	I	By Cowen and Company, LLC

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			
Ordinary Shares ⁽¹⁾	06/27/2019		P		200	A	\$10.38	622,962 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	06/28/2019		P		100	A	\$10.4	623,062 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	07/22/2019		S ⁽³⁾		100	D	\$10.34	622,962 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	07/22/2019		S ⁽³⁾		100	D	\$10.36	622,862 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾	07/22/2019		S ⁽³⁾		100	D	\$10.4	622,762 ⁽²⁾	I	By Cowen and Company, LLC
Ordinary Shares ⁽¹⁾								308,586 ⁽⁴⁾	I	By Cowen Investments II LLC

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
1. Name and Address of Reporting Person * <u>COWEN INC.</u> <hr/> (Last) (First) (Middle) 599 LEXINGTON AVENUE, 20TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)														

1. Name and Address of Reporting Person *		
Cowen Investments II LLC		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
COWEN AND COMPANY, LLC		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Cowen Holdings, Inc.		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
RCG LV Pearl LLC		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
SOLOMON JEFFREY M		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by Cowen Inc., Cowen Investments II LLC ("Cowen Investments II"), Cowen and Company, LLC ("Cowen and Company"), Cowen Holdings, Inc. ("Cowen Holdings"), RCG LV Pearl LLC ("RCG") and Jeffrey M. Solomon (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 Constellation Alpha Capital Corp.'s (the "Issuer") outstanding ordinary shares. 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 and Company. As the sole member of Cowen and Company, Cowen Holdings may be deemed to beneficially own the securities owned directly by Cowen and Company. As the sole member of Cowen Holdings, RCG may be deemed to beneficially own the securities owned directly by Cowen and Company. As the sole member of RCG, Cowen Inc. may be deemed to beneficially own the securities owned directly by Cowen and Company. As Chief Executive Officer of Cowen Inc., Mr. Solomon may be deemed to beneficially own the securities owned directly by Cowen and Company.

3. The sales by Reporting Persons on 7/22/19 of 100 Ordinary Shares at \$10.34, 100 Ordinary Shares at \$10.36 and 100 Ordinary Shares at \$10.40, as reported herein, were in each case matchable under Section 16(b) of the Exchange Act of 1934, as amended, with the purchase by the Reporting Persons of 300 Ordinary Shares at a price of \$10.2450 on 4/30/19. The Reporting Persons have delivered a payment to the Issuer in the amount of \$36.50, which represents the full amount of the profit realized in connection with these short-swing transactions.

4. Represents securities owned directly by Cowen Investments II as of 7/22/19, the date of the last transaction reported by this Form 4. As the sole member of Cowen Investments II, RCG may be deemed to beneficially own the securities owned directly by Cowen Investments II. As the sole member of RCG, Cowen Inc. may be deemed to beneficially own the securities owned directly by Cowen Investments II. As Chief Executive Officer of Cowen Inc., Mr. Solomon may be deemed to beneficially own the securities owned directly by Cowen Investments II.

Remarks:

<u>Cowen Investments II, LLC,</u> <u>By: RCG LV Pearl LLC, sole</u> <u>member. By: Cowen Inc., sole</u> <u>member By: /s/ Owen S.</u> <u>Littman Its: General Counsel</u>	<u>10/16/2019</u>
<u>Cowen and Company, LLC,</u> <u>By: Cowen Holdings Inc., sole</u> <u>member By: /s/ Owen S.</u> <u>Littman Its: General Counsel</u>	<u>10/16/2019</u>
<u>Cowen Holdings, Inc. By: /s/</u> <u>Owen S. Littman Its: General</u> <u>Counsel</u>	<u>10/16/2019</u>
<u>Cowen Inc. By: /s/ Owen S.</u> <u>Littman Its: General Counsel</u>	<u>10/16/2019</u>
<u>Cowen Investments, LLC, By:</u> <u>RCG LV Pearl LLC, sole</u> <u>member. By: Cowen Inc., sole</u> <u>member. By: /s/ Owen S.</u> <u>Littman, General Counsel</u>	<u>10/16/2019</u>
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.