

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>COHEN PETER A</u>  (Last) (First) (Middle) 599 LEXINGTON AVENUE 20TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/28/2015	3. Issuer Name and Ticker or Trading Symbol <u>Tempus Applied Solutions Holdings, Inc. [ TMPS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 10/28/2015  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

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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
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

1. Name and Address of Reporting Person\*  
COHEN PETER A  
 (Last) (First) (Middle)  
 599 LEXINGTON AVENUE  
 20TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cowen Investments LLC  
 (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\*

COWEN GROUP, INC.

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

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.

By: /s/ Peter A. Cohen 11/06/2015

Cowen Investments, LLC, By:  
RCG LV Pearl LLC, sole  
member, By: Cowen Group, 11/06/2015  
Inc., sole member, By: /s/

Owen S. Littman, General  
Counsel

RCG LV Pearl LLC, By:  
Cowen Group, Inc., sole 11/06/2015  
member, By: /s/ Owen S.

Littman, General Counsel

Cowen Group, Inc., By: /s/  
Owen S. Littman, General 11/06/2015  
Counsel

\*\* 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 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).

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.**