

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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. Issuer Name and Ticker or Trading Symbol <u>Tempus Applied Solutions Holdings, Inc. [</u> <u>TMPS ]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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			
Common Stock <sup>(1)</sup>	02/22/2016		J <sup>(3)</sup>		534,722	A	(3)	1,190,972	I <sup>(2)</sup>	By Cowen Investments LLC
Common Stock <sup>(1)</sup>	02/22/2016		J <sup>(3)</sup>		106,944	A	(3)	1,297,916	I <sup>(2)</sup>	By Cowen Investments 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						Title
Series B-2 Warrant <sup>(1)</sup>	(3)	02/22/2016		J <sup>(3)</sup>		109,375		07/31/2015	10/31/2016	Common Stock or Series A Convertible Preferred Stock	534,722 <sup>(3)</sup>	\$0	0	I <sup>(2)</sup>	By Cowen Investments LLC
Series B-3 Warrant <sup>(1)</sup>	(3)	02/22/2016		J <sup>(3)</sup>		21,875		08/14/2015	10/31/2016	Common Stock or Series A Convertible Preferred Stock	106,944 <sup>(3)</sup>	\$0	0	I <sup>(2)</sup>	By Cowen Investments LLC
Warrant <sup>(1)</sup>	\$11.5							08/30/2015	12/13/2017	Common Stock	1,923,537		1,923,537	I <sup>(2)</sup>	By Cowen Investments LLC
Series A-2 Warrant <sup>(1)</sup>	\$4.8							07/31/2015	07/31/2020	Common Stock or Series A Convertible Preferred Stock	328,125		328,125	I <sup>(2)</sup>	By Cowen Investments LLC
Series A-3 Warrant <sup>(1)</sup>	\$4.8							08/14/2015	07/31/2020	Common Stock or Series A Convertible Preferred Stock	65,625		65,625	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*		
<a href="#">Cowen Investments LLC</a>		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">RCG LV Pearl LLC</a>		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">COWEN GROUP, INC.</a>		
(Last)	(First)	(Middle)
599 LEXINGTON AVENUE, 20TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

1. 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 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.

[By: /s/ Peter A. Cohen](#) [02/24/2016](#)  
[Cowen Investments, LLC, By:](#)  
[RCG LV Pearl LLC, sole](#)  
[member, By: Cowen Group,](#) [02/24/2016](#)  
[Inc., sole member, By: /s/ Owen](#)  
[S. Littman, General Counsel](#)  
[RCG LV Pearl LLC, By: Cowen](#)  
[Group, Inc., sole member, By:](#) [02/24/2016](#)  
[/s/ Owen S. Littman, General](#)  
[Counsel](#)  
[Cowen Group, Inc., By: /s/](#)  
[Owen S. Littman, General](#) [02/24/2016](#)  
[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 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.

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