

☐ 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>Brookline Capital Holdings LLC</u>  (Last) (First) (Middle) <u>600 LEXINGTON AVENUE, 33RD FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Brookline Capital Acquisition Corp.</u> [ <u>BCACU</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) <u>02/02/2021</u>	
	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			
<u>Common Stock</u>	<u>02/02/2021</u>		<u>P</u>		<u>247,000<sup>(1)</sup></u>	<u>A</u>	<u>\$10</u>	<u>1,627,000<sup>(2)</sup></u>	<u>D<sup>(3)</sup></u>	

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)
						Date Exercisable	Expiration Date					
Code	V	(A)	(D)					Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Brookline Capital Holdings LLC</u>  (Last) (First) (Middle) <u>600 LEXINGTON AVENUE, 33RD FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Buchanan William B. Jr.</u>  (Last) (First) (Middle) <u>600 LEXINGTON AVENUE, 33RD FLOOR,</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)

Explanation of Responses:

1. These shares are underlying units (each unit consisting of one share of common stock and one half of one warrant, each whole warrant exercisable to purchase one share of common stock) held by Brookline Capital Holdings LLC (the "Sponsor"), acquired pursuant to a unit subscription agreement by and between the Sponsor and the issuer.
2. These shares include the 1,380,000 shares of common stock held by the Sponsor, acquired pursuant to a subscription agreement by and between the Sponsor and the registrant.
3. William B. Buchanan, Jr. is the managing member of the Sponsor and may be deemed to be the beneficial owner of the shares held by the Sponsor and to have voting and dispositive control over such securities. William B. Buchanan, Jr. disclaims beneficial ownership of any shares other than to the extent he may have a pecuniary interest therein, directly or indirectly.

BROOKLINE CAPITAL  
HOLDINGS LLC /s/ William  
B. Buchanan, Jr., Authorized  
Person  
/s/ William B. Buchanan, Jr.

02/04/2021  
02/04/2021

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.**