

**FORM 3**

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**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

<b>1. Name and Address of Reporting Person*</b> <u>Brookline Capital Holdings LLC</u> <hr/> (Last) (First) (Middle) 600 LEXINGTON AVENUE, 33RD FLOOR, <hr/> (Street) NEW YORK, NY 10022 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/28/2021	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Brookline Capital Acquisition Corp. [ BCACU ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> 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	1,380,000 <sup>(1)</sup>	D	

**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	Title	Amount or Number of Shares			

**1. Name and Address of Reporting Person\***  
Brookline Capital Holdings LLC  


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 (Last) (First) (Middle)  
 600 LEXINGTON AVENUE, 33RD FLOOR,  


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 (Street)  
 NEW YORK, NY 10022  


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 (City) (State) (Zip)

**1. Name and Address of Reporting Person\***  
Buchanan William B. Jr.  


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 (Last) (First) (Middle)  
 600 LEXINGTON AVENUE, 33RD FLOOR,  


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 (Street)  
 NEW YORK, NY 10022  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. These shares represent the common stock held by Brookline Capital Holdings LLC (the "Sponsor"), acquired pursuant to a subscription agreement by and between the Sponsor

and the registrant. The common stock owned by the Sponsor includes up to 180,000 shares that are subject to forfeiture in the event the underwriters of the initial public offering of the registrant's securities do not exercise their over-allotment option in full as described in the registrant's registration statement. 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.

<u>BROOKLINE CAPITAL</u>	
<u>HOLDINGS LLC /s/</u>	<u>01/28/2021</u>
<u>William B. Buchanan, Jr.</u>	
<u>Authorized Person</u>	
<u>/s/ William B. Buchanan,</u>	<u>01/28/2021</u>
<u>Jr.</u>	

** Signature of Reporting Person	Date
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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.**