

vTv Therapeutics Inc.
Form 4
March 18, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERELMAN RONALD O

(Last) (First) (Middle)

**C/O MACANDREWS & FORBES
INCORPORATED, 35 EAST 62ND
STREET**

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
vTv Therapeutics Inc. [VTVT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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 (D) Price			

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8.

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Securities (Instr. 3 and 4)		S (1)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonvoting Common Units and Class B common stock ⁽¹⁾	<u>(2)</u>	03/17/2016	<u>J⁽³⁾⁽⁴⁾</u>		25,035		<u>(2)</u>	<u>(2)</u>	Class A common stock	25,035

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PERELMAN RONALD O
C/O MACANDREWS & FORBES INCORPORATED
35 EAST 62ND STREET
NEW YORK, NY 10065

Signatures

/s/ Barry F. Schwartz,
attorney-in-fact

03/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Shares of Class B common stock of the Issuer ("Class B Common Stock") have one vote per share but represent no economic interests and are issued in an equal amount to the number of Nonvoting Common Units of vTv Therapeutics LLC ("vTv Units") held.

- (2) Pursuant to the terms of the Exchange Agreement, dated as of July 29, 2015 (the "Exchange Agreement"), by and among the Issuer, vTv Therapeutics LLC and M&F TTP Holdings Two LLC ("M&F TTP"), as successor-in-interest to vTv Therapeutics Holdings LLC ("Holdings"), vTv Units, together with a corresponding number of shares of Class B Common Stock, may be exchanged for (i) Class A common stock of the Issuer ("Class A Common Stock"), which have one vote per share and represent economic interests, on a one-for-one basis or (ii) cash (based on the market price of the shares of Class A Common Stock), at the option of the Issuer. The exchange rights under the Exchange Agreement do not expire.

- (3) Pursuant to an Agreement and Plan of Merger, dated as of October 1, 2015, vTv Holdings I LLC, a subsidiary of M&F TTP ("vTv I"), and vTv Holdings II LLC, an entity controlled by Mr. Ronald O. Perelman ("vTv II"), merged with and into Holdings, with Holdings continuing as the surviving limited liability company (collectively, the "Mergers"). On March 17, 2016, certain holders of units of vTv I and vTv II entitled to receive membership interests in Holdings received consideration in the form of cash (for an aggregate amount of approximately \$194,045) because such holders were not accredited investors. As a result, the reporting person's pecuniary interest increased by an additional 25,035 shares of Class B Common Stock and corresponding vTv Units.

- (4) Pursuant to a Plan of Liquidation and Dissolution of Holdings, dated as of October 5, 2015, Holdings, of which M&F TTP was a member, made a pro rata liquidating distribution (the "Distribution") of all of the shares of Class B Common Stock and corresponding vTv Units

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that it held directly to its members, including the reporting person.

- (5) Mr. Ronald O. Perelman is the sole stockholder of MacAndrews & Forbes Incorporated ("M&F Inc."), which is the parent of M&F TTP Holdings LLC, which is the parent of M&F TTP, which holds the securities described above, except for 655,721 shares of Class B Common Stock and corresponding vTv Units held directly by Mr. Perelman and 49,713 shares of Class B Common Stock and corresponding vTv Units held by Ronald O. Perelman Trust ("ROP Trust"). Mr. Perelman, ROP Trust, M&F Inc. and M&F TTP may be deemed to be directors by deputation of the Issuer by virtue of their relationship with Steven M. Cohen, Paul M. Meister and Paul G. Savas, directors of the Issuer, and certain rights of M&F TTP pursuant to the Investor Rights Agreement, dated as of July 29, 2015, between the Issuer and M&F TTP, as successor-in-interest to Holdings. Mr. Perelman's pecuniary interest in the securities held by M&F TTP is limited to his percentage interest in M&F TTP's interests in such securities.

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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