

vTv Therapeutics Inc.
Form 4
August 28, 2015

FORM 4

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

OMB APPROVAL

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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

(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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

NEW YORK, NY 10065

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2015

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	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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SEC 1474 (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 Securities
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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)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Nonvoting Common Units and Class B common stock ⁽¹⁾	<u>(2)</u>	08/26/2015	<u>J⁽³⁾⁽⁴⁾</u>		1,344,186		<u>(2)</u>	<u>(2)</u>	Class A common stock	1,344,

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				X

Signatures

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

08/28/2015

 **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.

Pursuant to the terms of the Exchange Agreement, dated as of July 29, 2015, by and among the Issuer, vTv Therapeutics LLC and Holdings (the "Exchange Agreement"), 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) On August 26, 2015, vTv Holdings I LLC ("vTv I") and vTv Holdings II LLC ("vTv II"), which constitute all of the members of vTv Therapeutics Holdings LLC ("Holdings"), which holds directly the securities described above, in settlement of certain obligations of vTv I and vTv II to a former officer (the "Former Officer") of vTv I and vTv II under a letter agreement, dated December 30, 2014 (the "Former Officer Agreement"), among vTv I, vTv II, the Former Officer and entities related to the Former Officer, caused Holdings to transfer 1,344,186 shares of Class B Common Stock and 1,344,186 vTv Units to the Former Officer, pursuant to an agreement among vTv I, vTv II, the Former Officer and entities related to the Former Officer.

Under the Former Officer Agreement, the Former Officer was entitled to a contingent distribution payable under certain circumstances. As a result of the contingent distribution payable, the Reporting Person did not have a pecuniary interest in the shares of Class B Common Stock and corresponding vTv Units being transferred to the Former Officer. In connection with this transfer, the Former Officer has entered into a lock-up agreement, with respect to shares of Class B Common Stock and vTv Units, on the same terms as the lock-up agreement entered into by the Reporting Person with the representatives of the underwriters in the initial public offering of the Issuer.

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- 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 ("M&F TTP"), which is the parent of vTvx I, which, together with vTvx II, an entity controlled by Mr. Perelman, are the only members of Holdings, which holds the securities described above. Mr. Perelman, M&F Inc., M&F TTP, vTvx I, vTvx II and
- (5) Holdings may be deemed to be directors by deputization 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 Holdings pursuant to the Investor Rights Agreement, dated as of July 29, 2015, between the Issuer and Holdings. Mr. Perelman's pecuniary interest in the securities held by Holdings is limited to his percentage interest in Holdings' 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.