vTv Therapeutics Inc. Form 4

October 05, 2015

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 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(b).

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

(First)

(Middle)

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

STREET

(City)

(Last)

(Street)

(State)

NEW YORK, NY 10065

2. Issuer Name and Ticker or Trading Symbol

vTv Therapeutics Inc. [VTVT]

3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Following Reported

Transaction(s)

Owned

Beneficially

Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or (Instr. 3 and 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction Number

5.

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

> (I) (Instr. 4)

(Check all applicable)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

8. Price Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Securities (Instr. 3 and 4)		Securit (Instr. 5
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Nonvoting Common Units and Class B common	<u>(2)</u>	10/01/2015		J(3)(4)		$0 \\ \frac{(3)}{(4)}$	<u>(2)</u>	<u>(2)</u>	Class A common stock	(3) (4)	(3) (4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

X

Signatures

stock (1)

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

10/05/2015

**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 (the "Exchange Agreement"), by and among the Issuer, vTv Therapeutics LLC and M&F TTP Holdings 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, (i) vTvx Holdings I LLC, a subsidiary of M&F TTP ("vTvx I"), and vTvx Holdings II LLC, an entity controlled by Mr. Ronald O. Perelman, merged with and into Holdings, with Holdings continuing as the surviving limited liability company (collectively, the "Mergers") and (ii) certain holders of units of vTvx I and vTvx II entitled to receive \$5,000 or less of aggregate consideration in the Mergers received consideration in the form of cash (for an aggregate amount of \$81,930), and all holders entitled to receive more than \$5,000 of aggregate consideration received membership interests in

Reporting Owners 2

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Holdings. As a result of the Mergers, the reporting person's pecuniary interest increased by 5,462 shares of Class B Common Stock and corresponding vTv Units.

- Pursuant to a Plan of Liquidation and Dissolution of Holdings, dated as of October 5, 2015, Holdings, of which M&F TTP is a member, made a pro rata liquidating distribution (the "Distribution") of all of the shares of Class B Common Stock and corresponding vTv Units that it held directly to its members, including the reporting person. The reporting person did not have a pecuniary interest in the 596,581
- (4) shares of Class B Common Stock and corresponding vTv Units distributed to other members of Holdings. The change in the amount of beneficial ownership reflects (i) a decrease in beneficial ownership by the reporting person due to the Distribution to third parties of shares of Class B Common Stock and corresponding vTv Units in which the reporting person did not have a pecuniary interest and (ii) a change in form of beneficial ownership resulting from the Mergers, the liquidation and dissolution of Holdings and the Distribution.
 - Mr. Perelman is the sole stockholder of MacAndrews & Forbes Incorporated ("M&F Inc."), 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")
- (5) Trust"). Mr. Perelman, ROP Trust, M&F Inc. and M&F TTP 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 M&F TTP 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 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. 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.