

PERELMAN RONALD O

Form 4

May 29, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
05/24/2018

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)
☒ 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	(A) or (D)	Price
Class A common stock	05/24/2018		P		570,776	A	\$ 4.38
					3,186,442	I	

See
 footnote
 (1)

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)**

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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 Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Call Option (right to buy)	\$ 4.38	05/24/2018		O <u>(2)</u>	1	12/05/2017	12/05/2018	Class A common stock	570,776	\$

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

05/29/2018

__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).

- Mr. Ronald O. Perelman is the sole stockholder of MacAndrews & Forbes Incorporated ("M&F Inc."), which is the parent of MFV Holdings One LLC ("MFV") and MacAndrews & Forbes LLC ("M&F LLC"), which is the parent of MacAndrews & Forbes Group LLC ("M&F Group"). M&F Group and MFV hold the securities described above. Mr. Perelman, M&F Inc., M&F LLC, M&F Group and
- (1) MFV may be deemed to be directors by deputation of vTv Therapeutics Inc. (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 Holdings Two LLC, an indirect subsidiary of M&F Inc. ("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 vTv Therapeutics Holdings LLC.

- On December 5, 2017, M&F Group entered into a letter agreement (the "Letter Agreement"), with the Issuer for M&F Group's commitment to purchase, at the Issuer's option, exercisable on demand during a one-year period (the "Investment Period"), the Company's Class A common stock, par value \$0.01 per share ("Common Stock") at a per share price of \$4.38, which is equal to the average of the volume weighted-average prices of the Common Stock for the five last completed trading days preceding the date of the Letter
- (2) Agreement. The Letter Agreement also permits M&F Group to exercise an option to purchase Common Stock at the same price up to three times during the Investment Period. The aggregate amount of Common Stock that may be purchased by M&F Group is limited to \$10.0 million. On May 24, 2018, the Issuer exercised its right to have M&F Group purchase 570,776 shares of Common Stock for a total purchase price of \$2,500,000 in cash.

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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