

vTv Therapeutics Inc.
Form SC 13D/A
March 19, 2019

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 21)*

vTv Therapeutics Inc.
(Name of Issuer)

Class A common stock, par value \$0.01 per share
(Title of Class of Securities)

918385 105
(CUSIP Number)

Steven M. Cohen
Executive Vice President, Chief Administrative Officer and General Counsel
MacAndrews & Forbes Incorporated
35 East 62nd Street
New York, NY 10065
212-572-8600
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:
Lawrence G. Wee
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

March 18, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 918385 105

NAME OF REPORTING PERSON

1. The ROP Revocable Trust dated
1/9/2018

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

2. (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4.

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

5.

CITIZENSHIP OR PLACE OF
ORGANIZATION

6.

New York

SOLE VOTING POWER

7.
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8.
47,448,617 (1)

SOLE DISPOSITIVE POWER

9.
0

SHARED DISPOSITIVE POWER

10.
47,448,617 (1)

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

47,448,617 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

81.5% (2)

14. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 16,493,653 shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of the Issuer, (ii) 23,084,267 shares of Class A Common Stock issuable upon exchange of 23,084,267 shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), of the Issuer and corresponding nonvoting common units ("vTv Units") of vTv Therapeutics LLC, (iii) 1,057,455 shares of Class A Common Stock issuable to MacAndrews & Forbes Group LLC ("M&F Group") upon exercise of Common Stock Purchase Warrants held by M&F Group (the "Warrants"), (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to a commitment letter, dated December 11, 2018 (the "December Letter Agreement") and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to a commitment letter, dated March 18, 2019 (the "March Letter Agreement"), that are beneficially owned by the "Reporting Persons" (as defined below). The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein. The number of shares reported above includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust.

The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group (2) upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

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CUSIP No. 918385 105

NAME OF REPORTING PERSON

1. MacAndrews & Forbes Incorporated

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

2. (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4.

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

5.

CITIZENSHIP OR PLACE OF
ORGANIZATION

6.

Delaware

SOLE VOTING POWER

7. 0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8. 46,743,183 (1)

SOLE DISPOSITIVE POWER

9. 0

SHARED DISPOSITIVE POWER

10. 46,743,183 (1)

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

46,743,183 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

80.3% (2)

14. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 16,493,653 shares of Class A Common Stock, (ii) 22,378,833 shares of Class A Common Stock issuable upon exchange of 22,378,833 shares of Class B Common Stock and corresponding vTv Units, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the March Letter Agreement that are beneficially owned by the Reporting Persons. The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group (2) upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

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CUSIP No. 918385 105

1. NAME OF REPORTING PERSON
MacAndrews & Forbes LLC
2. CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO
5. CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
21,963,684 (1)
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
21,963,684 (1)
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

21,963,684 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

37.7% (2)

14. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 14,092,987 shares of Class A Common Stock, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement and 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the March Letter Agreement.

The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

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CUSIP No. 918385 105

- 1. NAME OF REPORTING PERSON
MacAndrews & Forbes Group LLC

- 2. CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS) (b)

- 3. SEC USE ONLY

- 4. SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

- 5. CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

- 6. CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

- 7. SOLE VOTING POWER
0

- 8. SHARED VOTING POWER
21,963,684 (1)

- 9. SOLE DISPOSITIVE POWER
0

- 10. SHARED DISPOSITIVE POWER
21,963,684 (1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

21,963,684 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

37.7% (2)

14. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 14,092,987 shares of Class A Common Stock, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F (1) Group upon exercise of the Warrants, (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement and (iv) 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the March Letter Agreement.

The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group (2) upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

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CUSIP No. 918385 105

1. NAME OF REPORTING PERSON
MFV Holdings One LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
24,779,499 (1)
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
24,779,499 (1)
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

24,779,499 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

49.2% (2)

14. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (1) 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and (2) corresponding vTv Units outstanding, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

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CUSIP No. 918385 105

- 1. NAME OF REPORTING PERSON
M&F TTP Holdings LLC

 - 2. CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

 - 3. SEC USE ONLY

 - 4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO

 - 5. CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

 - 6. CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

 - 7. SOLE VOTING POWER
0
 - 8. SHARED VOTING POWER
22,378,833 (1)
 - 9. SOLE DISPOSITIVE POWER
0
 - 10. SHARED DISPOSITIVE POWER
22,378,833 (1)
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

22,378,833 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

44.4% (2)

14. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents (1) 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and (2) corresponding vTv Units outstanding, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

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CUSIP No. 918385 105

- | | | |
|---|---|----------------|
| 1. | NAME OF REPORTING PERSON | |
| | M&F TTP Holdings Two LLC | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a)

(b) |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS (SEE INSTRUCTIONS) | |
| | OO | |
| 5. | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| | SOLE VOTING POWER | |
| 7. | 0 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |
| 8. | SHARED VOTING POWER | 22,378,833 (1) |
| 9. | SOLE DISPOSITIVE POWER | 0 |
| 10. | SHARED DISPOSITIVE POWER | 22,378,833 (1) |

11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

22,378,833 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

44.4% (2)

14. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents (1) 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and (2) corresponding vTv Units outstanding, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

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918385 105

This Amendment No. 21 (“Amendment No. 21”) amends and supplements the statement on Schedule 13D, dated August 14, 2015, as amended by Amendment No. 1 to the statement on Schedule 13D, dated August 28, 2015, as further amended by Amendment No. 2 to the statement on Schedule 13D, dated October 5, 2015, as further amended by Amendment No. 3 to the statement on Schedule 13D, dated April 6, 2016, as further amended by Amendment No. 4 to the statement on Schedule 13D, dated August 15, 2017, as further amended by Amendment No. 5 to the statement on Schedule 13D, dated December 7, 2017, as further amended by Amendment No. 6 to the statement on Schedule 13D, dated May 29, 2018, as further amended by Amendment No. 7 to the statement on Schedule 13D, dated June 20, 2018, as further amended by Amendment No. 8 to the statement on Schedule 13D, dated July 10, 2018, as further amended by Amendment No. 9 to the statement on Schedule 13D, dated August 1, 2018, as further amended by Amendment No. 10 to the statement on Schedule 13D, dated August 14, 2018, as further amended by Amendment No. 11 to the statement on Schedule 13D, dated September 10, 2018, as further amended by Amendment No. 12 to the statement on Schedule 13D, dated October 1, 2018, as further amended by Amendment No. 13 to the statement on Schedule 13D, dated November 6, 2018, as further amended by Amendment No. 14 to the statement on Schedule 13D, dated November 29, 2018, as further amended by Amendment No. 15 to the statement on Schedule 13D, dated December 12, 2018, as further amended by Amendment No. 16 to the statement on Schedule 13D, dated December 27, 2018, as further amended by Amendment No. 17 to the statement on Schedule 13D, dated January 18, 2019, as further amended by Amendment No. 18 to the statement on Schedule 13D, dated January 30, 2019, as further amended by Amendment No. 19 to the statement on Schedule 13D, dated February 15, 2019 and as further amended by Amendment No. 20 to the statement on Schedule 13D, dated February 28, 2019 (as so amended, the “Schedule 13D”), and is being filed with the Securities and Exchange Commission by The ROP Revocable Trust dated 1/9/2018, a New York trust (the “ROP Revocable Trust”), MacAndrews & Forbes Incorporated, a Delaware corporation (“MacAndrews & Forbes”), MacAndrews & Forbes LLC, a Delaware limited liability company (“M&F LLC”), MacAndrews & Forbes Group LLC, a Delaware limited liability company (“M&F Group”), MFV Holdings One LLC, a Delaware limited liability company (“MFV”), M&F TTP Holdings LLC, a Delaware limited liability company (“M&F TTP”), and M&F TTP Holdings Two LLC, a Delaware limited liability company (“M&F TTP Two”) (each of the foregoing, a “Reporting Person,” and collectively, the “Reporting Persons”), relating to the shares of the Class A common stock, par value \$0.01 per share (“Class A Common Stock”), of vTv Therapeutics Inc., a Delaware corporation (the “Issuer”).

Item 4. Purpose of Transaction.

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the information below.

On March 18, 2019, M&F Group entered into a letter agreement (the “March 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 after the date of the March Letter Agreement (the “Investment Period”), Class A Common Stock at a per share price of \$1.65. The March Letter Agreement also permits M&F Group to exercise an option to purchase Class A Common Stock at the same price up to three times during the Investment Period. The aggregate amount of Class A Common Stock that may be purchased by M&F Group (whether at its or the Company’s option) pursuant to the March Letter Agreement is limited to \$9.0 million.

The obligation of M&F Group to fund and the obligation of the Issuer to issue shares under the March Letter Agreement is subject to the execution of mutually acceptable definitive documentation at the time of a request for funding.

The foregoing summary of the March Letter Agreement is not complete and is subject in its entirety to the March Letter Agreement itself, which is filed as Exhibit 2 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

The information contained in the first four paragraphs of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The ROP Revocable Trust directly or indirectly controls MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. Including (i) the 23,084,267 shares of Class B Common Stock (which are exchangeable, together with a corresponding vTv Unit, for shares of Class A Common Stock on a one-to-one basis) outstanding, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (iv) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement:

·47,448,617 shares of Class A Common Stock are beneficially owned by Mr. Perelman and the ROP Revocable Trust;

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918385 105

- 46,743,183 shares of Class A Common Stock are beneficially owned by MacAndrews & Forbes;
- 24,779,499 shares of Class A Common Stock are beneficially owned by MFV;
- 22,378,833 shares of Class A Common Stock are beneficially owned by M&F TTP and M&F TTP Two; and
- 21,963,684 shares of Class A Common Stock are beneficially owned by M&F LLC and M&F Group.

Each of the Reporting Persons disclaim any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

Ronald O. Perelman, the sole trustee and sole beneficiary of the ROP Revocable Trust and the Director, Chairman and Chief Executive Officer of MacAndrews & Forbes, may be deemed to beneficially own all the shares of Class A Common Stock and Class B Common Stock beneficially owned by the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. The number of shares reported as beneficially owned by the ROP Revocable Trust includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust. Mr. Perelman disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of their pecuniary interest therein.

The total Class A Common Stock beneficial ownership of (i) Mr. Perelman and the ROP Revocable Trust represents approximately 81.5% of the Class A Common Stock, (ii) MacAndrews & Forbes represents approximately 80.3% of the Class A Common Stock, (iii) MFV represents approximately 49.2% of the Class A Common Stock, (iv) M&F TTP and M&F TTP Two represents approximately 44.4% of the Class A Common Stock and (v) M&F LLC and M&F Group represents approximately 37.7% of the Class A Common Stock (assuming, in the case of MFV, M&F TTP and M&F TTP Two, that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of March 18, 2019, and, in the case of the beneficial ownership of Mr. Perelman, the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC and M&F Group, that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. These totals assume the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

(c) Except for the transactions described herein, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons since the filing of Amendment No. 20 to this Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the information below.

The responses set forth in Item 4 hereof are incorporated by reference in their entirety.

Item 7. Material to be Filed as Exhibits

Exhibit Letter Agreement, dated as of March 18, 2019, by and between vTv Therapeutics Inc. and MacAndrews &
1: Forbes Group LLC.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 19, 2019

The ROP Revocable Trust
dated 1/9/2018

By: /s/ Ronald O. Perelman
Name: Ronald O. Perelman
Title: Trustee

MacAndrews & Forbes
Incorporated

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Deputy General Counsel

MacAndrews & Forbes LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

MacAndrews & Forbes Group LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

MFV Holdings One LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

M&F TTP Holdings LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

M&F TTP Holdings Two LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Secretary
