

Cara Therapeutics, Inc.  
Form 4  
February 05, 2014

**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 \*  
RHO Ventures VI LP

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR,

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Cara Therapeutics, Inc. [CARA]

3. Date of Earliest Transaction (Month/Day/Year)  
02/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |   |                  |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |   |                  |
| Common Stock                    | 02/05/2014                           |                                                    | C(1)                           |                                                                   | 2,442,239                                                                                     | A                                                        | \$ 0 2,442,239                    | I | See Footnote (2) |
| Common Stock                    | 02/05/2014                           |                                                    | P                              |                                                                   | 225,818                                                                                       | A                                                        | \$ 11 2,668,057                   | I | See Footnote (2) |

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

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SEC 1474 (9-02)

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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 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) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Series D Preferred Stock                   | (1)                                                    | 02/05/2014                           |                                                    | C                              | 6,105,598                                                                               | (1)                                                      | (1)                                                           | Common Stock | 2,442,23                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                        | Director      | 10% Owner | Officer | Other |
| RHO Ventures VI LP<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019                           |               | X         |         |       |
| Rho Capital Partners LLC<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019 |               | X         |         |       |
| RMV VI, L.L.C.<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019           |               | X         |         |       |
| KAIROUZ HABIB<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019            |               | X         |         |       |
| LESCHLY MARK<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019             |               | X         |         |       |
| RUCH JOSHUA<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019              |               | X         |         |       |

## Signatures

|                                          |            |
|------------------------------------------|------------|
| /s/Darren DeStefano,<br>Attorney-in-Fact | 02/05/2014 |
| __Signature of Reporting Person          | Date       |
| Darren DeStefano,<br>Attorney-in-Fact    | 02/05/2014 |
| __Signature of Reporting Person          | Date       |
| Darren DeStefano,<br>Attorney-in-Fact    | 02/05/2014 |
| __Signature of Reporting Person          | Date       |
| Darren DeStefano,<br>Attorney-in-Fact    | 02/05/2014 |
| __Signature of Reporting Person          | Date       |
| Darren DeStefano,<br>Attorney-in-Fact    | 02/05/2014 |
| __Signature of Reporting Person          | Date       |
| Darren DeStefano,<br>Attorney-in-Fact    | 02/05/2014 |
| __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) The Series D Preferred Stock held by Rho Ventures VI, L.P. ("Ventures") automatically converted on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering.
- These securities are owned directly by Ventures. RMV VI, L.L.C. ("RMV") is the general partner of Ventures and Rho Capital Partners LLC ("Partners") is the managing member of RMV. Mark Leschly, Habib Kairouz and Joshua Ruch are managing members of Partners and exercise shared voting and investment power with respect to the shares owned by Ventures. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his or its respective pecuniary interest therein.

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.