

Tokai Pharmaceuticals Inc  
Form 4  
September 24, 2014

**FORM 4**

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Novartis Bioventures Ltd

(Last) (First) (Middle)

131 FRONT STREET

(Street)

HAMILTON, D0 HM, D0 12

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Tokai Pharmaceuticals Inc [TKAI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/22/2014

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/22/2014		C	V Amount 4,319,328	A <u>11</u> 4,319,328	D <u>(2)</u>	
Common Stock	09/22/2014		P	<u>(3)</u> 325,000 \$ 15	A 4,644,328	D <u>(2)</u>	

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

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information contained in this form are not  
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D-1 Preferred Stock	<u>(1)</u>	09/22/2014		C		15,396,431		<u>(1)</u>	<u>(1)</u>	Common Stock	1,470,5
Series D-2 Preferred Stock	<u>(1)</u>	09/22/2014		C		1,539,643		<u>(1)</u>	<u>(1)</u>	Common Stock	147,05
Series D-3 Preferred Stock	<u>(1)</u>	09/22/2014		C		13,222,826		<u>(1)</u>	<u>(1)</u>	Common Stock	1,262,9
Series E Preferred Stock	<u>(1)</u>	09/22/2014		C		15,064,469		<u>(1)</u>	<u>(1)</u>	Common Stock	1,438,8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Bioventures Ltd 131 FRONT STREET HAMILTON, D0 HM, D0 12		X		
NOVARTIS AG LICHTSTRASSE 35 BASEL, V8 4056		X		

## Signatures

/s/ H.S. Zivi, Deputy Chairman of Novartis BioVentures Ltd.; and /s/ Rebecca White,  
Authorised Signatory of Novartis BioVentures Ltd. 09/22/2014

Signature of Reporting Person \_\_\_\_\_ Date \_\_\_\_\_

/s/ H.S. Zivi, by Power of Attorney on behalf of Novartis AG; and /s/ Rebecca White, by Power of Attorney on behalf of Novartis AG

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).

- The Series D-1, Series D-2, Series D-3 and Series E Preferred Stock converted into Common Stock on a 10.47-for-one-basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series D-1, Series D-2, Series D-3 and Series E Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- (1) These shares are directly owned by Novartis Bioventures Ltd. Novartis Bioventures Ltd. is a wholly-owned indirect subsidiary of Novartis AG, which is an indirect beneficial owner of the reported securities.
  - (2) Novartis Bioventures Ltd., a wholly-owned indirect subsidiary of Novartis AG, acquired 325,000 shares of Common Stock in the Issuer's initial public offering.
  - (3)

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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