

vTv Therapeutics Inc.
Form 4
October 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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**

2. Issuer Name and Ticker or Trading Symbol
vTv Therapeutics Inc. [VTVT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

NEW YORK, NY 10065

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2015

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|-----------------------------------|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|-----------------------------------|------------------------|

Edgar Filing: vTv Therapeutics Inc. - Form 4

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.