

Cara Therapeutics, Inc.
Form 3
January 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â VOGELBAUM MARTIN
(Last) (First) (Middle)

2. Date of Event Requiring
Statement
(Month/Day/Year)
01/30/2014

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

C/O RHO VENTURES,Â 152
WEST 57TH STREET, 23RD
FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

0

D Â

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	2,442,239	\$ (1)	I	By Partnership (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOGELBAUM MARTIN C/O RHO VENTURES 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â X	Â	Â	Â

Signatures

/s/Darren DeStefano,
Attorney-in-Fact

01/30/2014

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 will automatically convert on a 1 for 2.5 basis into shares of common stock upon the closing of the issuer's initial public offering. The Series D Preferred Stock has no expiration date.

These securities are owned directly by Rho Ventures VI, L.P. ("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. The
- (2) reporting person, a member of the Board of Directors of the issuer, is a non-managing member of RMV and, as such, advises Ventures with respect to voting and investment decisions relating to the shares of stock owned by Ventures but does not have or share voting and investment power over such shares. The reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

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.