

vTv Therapeutics Inc.  
Form 4  
August 05, 2015

**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 \*  
**PERELMAN RONALD O**

(Last) (First) (Middle)

**C/O MACANDREWS & FORBES  
INCORPORATED, 35 EAST 62ND  
STREET**

(Street)

**NEW YORK, NY 10065**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/04/2015**

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)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |                   |           |   |                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|-----------|---|-------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price             |           |   |                   |
| Class A common stock            | 08/04/2015                           |  |                                | P   |   | 40,000   | A   | \$ 10.0021<br>(1) | 1,706,666 | I | See footnote. (2) |
| Class A common stock            | 08/04/2015                           |  |                                | P   |   | 30,000   | A   | \$ 10             | 1,736,666 | I | See footnote. (2) |
| Class A common stock            | 08/05/2015                           |  |                                | P   |   | 30,000   | A   | \$ 9.9979<br>(3)  | 1,766,666 | I | See footnote. (2) |

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

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PERELMAN RONALD O  
C/O MACANDREWS & FORBES INCORPORATED  
35 EAST 62ND STREET  
NEW YORK, NY 10065

X

## Signatures

/s/ Barry F. Schwartz,  
attorney-in-fact

08/05/2015

\_\_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 price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$9.99 to \$10.05, inclusive, on August 3, 2015, prior to the closing of the Issuer's initial public offering. The reporting person undertakes
- (1) to provide to vTv Therapeutics Inc., any security holder of vTv Therapeutics Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the range set forth in footnotes 1 and 3 to this Form 4.
  - (2) Mr. Ronald O. Perelman is the sole stockholder of MacAndrews & Forbes Incorporated ("M&F Inc."), which is the parent of MacAndrews & Forbes LLC ("M&F LLC"), which is the parent of MacAndrews & Forbes Group LLC ("M&F Group"), which holds the securities described above. Mr. Perelman, M&F Inc., M&F LLC and M&F Group 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 vTv Therapeutics Holdings LLC, an indirect subsidiary of M&F Inc. ("Holdings"), pursuant to the Investor Rights Agreement, dated as

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of July 29, 2015, between the Issuer and Holdings.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.86 to \$10.00, inclusive.

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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