

vTv Therapeutics Inc.
Form 4
March 07, 2016

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 *
SAVAS PAUL G

(Last) (First) (Middle)

**C/O VTV THERAPEUTICS
INC., 4170 MENDENHALL OAKS
PKWY**

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

HIGH POINT, NC 27265

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

(City) (State) (Zip)

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
Class A common stock	03/03/2016		P			10,000	A	\$ 5.8584 ⁽¹⁾	30,000	D	
Class A common stock	03/07/2016		C			6,522	A	<u>2</u>	36,522	D	
Class A common stock	03/07/2016		P			5,000	A	\$ 5.739 ⁽³⁾	41,522	D	

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. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Nonvoting Common Units and Class B common stock ⁽⁴⁾	<u>(2)</u>	03/07/2016		C	6,522	<u>(2)</u>	<u>(2)</u>	Class A common stock	6,522

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAVAS PAUL G C/O VTV THERAPEUTICS INC. 4170 MENDENHALL OAKS PKWY HIGH POINT, NC 27265				

Signatures

/s/ Paul G. Savas 03/07/2016

**Signature of Date
Reporting Person

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 price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$5.63 to \$5.90, inclusive. The reporting person undertakes to provide to vTv Therapeutics Inc. (the "Issuer"), any security holder of the Issuer, 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.

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- Pursuant to the terms of the Exchange Agreement, dated as of July 29, 2015 (the "Exchange Agreement"), by and among the Issuer, vTv Therapeutics LLC and M&F TTP Holdings LLC, as successor-in-interest to vTv Therapeutics Holdings LLC ("Holdings"), Nonvoting Common Units of vTv Therapeutics LLC ("vTv Units"), together with a corresponding number of shares of Class B common stock of the Issuer ("Class B Common Stock"), may be exchanged for (i) Class A common stock of the Issuer ("Class A Common Stock"), which have one vote per share and represent economic interests, on a one-for-one basis or (ii) cash (based on the market price of the shares of Class A Common Stock), at the option of the Issuer. The exchange rights under the Exchange Agreement do not expire.
- (2)
 - (3) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$5.61 to \$5.85, inclusive.
 - (4) Shares of Class B Common Stock have one vote per share but represent no economic interests and are issued in an equal amount to the number of vTv Units held.

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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