

PERELMAN RONALD O
Form 4
December 12, 2018

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 *
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)
12/11/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 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 (D) Price			

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

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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. D
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option (right to buy)	\$ 1.84	12/11/2018	J ⁽¹⁾		1		12/11/2018	12/11/2019	Class A common stock	5,434,782
Common Stock Purchase Warrant	\$ 2.12	12/11/2018	J ⁽²⁾		1		12/11/2018	12/11/2025	Class A common stock	340,534

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

Signatures

/s/ Ronald O.
Perelman 12/12/2018

__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).

On December 11, 2018, MacAndrews & Forbes Group LLC ("M&F Group") entered into a letter agreement (the "Letter Agreement"), with vTv Therapeutics Inc. (the "Issuer"), for M&F Group's commitment to purchase, at the Issuer's option, exercisable on demand during a one-year period after the date of the Letter Agreement (the "Investment Period"), the Company's Class A common stock, par value \$0.01 per share ("Common Stock") at a per share price of \$1.84, which is equal to the closing price of the Common Stock for the trading day preceding the date of the Letter Agreement. The Letter Agreement also permits M&F Group to exercise an option to purchase Common Stock at the same price up to three times during the Investment Period. The aggregate amount of Common Stock that may be purchased by M&F Group (whether at its or the Issuer's option) pursuant to the Letter Agreement is limited to \$10.0 million.

In consideration for the commitment of M&F Group under the Letter Agreement, the Issuer issued M&F Group a warrant (the "Warrant") to purchase 340,534 shares of Common Stock, exercisable at a price of \$2.12, which is 115% of the option price under the Letter Agreement. The Warrant is exercisable until December 11, 2025.

(3)

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Mr. Ronald O. Perelman is the sole stockholder of MacAndrews & Forbes Incorporated ("M&F Inc."), which is the parent of MFV Holdings One LLC ("MFV") and MacAndrews & Forbes LLC ("M&F LLC"), which is the parent of M&F Group. M&F Group holds the securities described above. Mr. Perelman, M&F Inc., M&F LLC, M&F Group and MFV 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 Holdings Two LLC, an indirect subsidiary of M&F Inc. ("M&F TTP"), pursuant to the Investor Rights Agreement, dated as of July 29, 2015, between the Issuer and M&F TTP, as successor in interest to vTv Therapeutics Holdings LLC.

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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