

TETRALOGIC PHARMACEUTICALS CORP  
 Form 4  
 November 14, 2016

**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 \*  
 NOMURA SECURITIES INTERNATIONAL, INC.

(Last) (First) (Middle)

WORLDWIDE PLAZA, 309 WEST 49TH STREET,

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 TETRALOGIC PHARMACEUTICALS CORP [TLOG]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/14/2016

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)

See Remarks

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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)**

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| 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 | 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|---------------------|---|--|--|
|  |  |                                      |  | Code V              | (A) (D)   | Date Exercisable Expiration Date                         | Title                                    |
| 8% Convertible Notes due 2019              | (1)  | 11/14/2016                           |  | J                   | \$ 3,196,000  | (1) (1)  | Common Stock                             |
| Preferred Stock                            | (2)  | 11/14/2016                           |  | J                   | 892,850   | (3) (3)  | Common Stock                             |
| 8% Convertible Notes due 2024              | (4)  | 11/14/2016                           |  | J                   | \$ 3,035,287  | (5) 06/15/2024   | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| NOMURA SECURITIES INTERNATIONAL, INC.<br>WORLDWIDE PLAZA, 309 WEST 49TH STREET<br>NEW YORK, NY 10019 |               |           |         | See Remarks |
| NOMURA HOLDINGS INC<br>1-9-1 NIHONBASHI<br>CHUO-KU<br>TOKYO, MO 103-8645                             |               |           |         | See Remarks |

## Signatures

Nomura Securities International, Inc. /s/ Vincent Primiano  
Kashiwagi

Nomura Holdings, Inc. /s/ Yasuo

11/14/2016

\*\*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).
- (1) On November 14, 2016, pursuant to the Exchange Agreement, the Reporting Persons agreed (i) to exchange \$160,173 in aggregate principal amount of the Senior Notes for 892,850 shares of Preferred Stock and (ii) to extend the maturity date and modify the conversion terms of the Reporting Persons' remaining \$3,035,287 in aggregate principal amount Senior Notes (the "Remaining Senior Notes").
- (2) Each share of Preferred Stock is initially convertible into one share of Common Stock, subject to adjustment as described in the Certificate of Designations for the Preferred Stock.
- (3) The Preferred Stock is contingently convertible into Common Stock, subject to the Issuer's achievement of certain milestones payments and the deregistration of the Issuer's Common Stock, as further described in the Certificate of Designations for the Preferred

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Stock. The Preferred Stock is not currently convertible. The Reporting Persons expressly disclaim beneficial ownership of the shares of Common Stock underlying the Preferred Stock.

- (4) The conversion rate for the Senior Notes is equal 148.3019 shares of the Company's common stock per \$1,000 principal amount of Notes (which is equivalent to an initial conversion price of approximately \$6.74 per share of common stock), subject to adjustment upon the occurrence of certain specified events.
- (5) The Remaining Senior Notes are contingently convertible into Common Stock, subject to the Issuer's achievement of certain milestones payments. The Remaining Senior Notes are not currently convertible. The Reporting Persons expressly disclaim beneficial ownership of the shares of Common Stock underlying the Remaining Senior Notes.
- (6) These derivative securities are owned directly by Nomura Securities International, Inc. ("NSI"), which is a wholly owned subsidiary of Nomura Holdings, Inc. ("NH"), and accordingly NH may be deemed to beneficially own the derivative securities held by NSI.

### **Remarks:**

On November 2, 2016, the Issuer entered into a binding letter agreement (the "Debt Exchange Term Sheet") with the Reporting

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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