

PERELMAN RONALD O  
Form 4  
December 07, 2017

**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

OMB  
Number: 3235-0287  
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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)  
12/05/2017

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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information contained in this form are not  
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number.**

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)			S (
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option (right to buy)	\$ 4.38	12/05/2017	J <sup>(1)</sup>		1		12/05/2017	12/05/2018	Class A common stock	2,283,105
Common Stock Purchase Warrant	\$ 5.04	12/05/2017	J <sup>(2)</sup>		1		12/05/2017	12/05/2024	Class A common stock	198,267

## 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/ Barry F. Schwartz,  
attorney-in-fact 12/07/2017

                     \*\*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 December 5, 2017, 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 \$4.38, which is equal to the average of the volume weighted-average prices of the Common Stock for the five last completed trading days 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.

(2) 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 198,267 shares of Common Stock, exercisable at a price of \$5.04, which is 115% of the option price under the Letter Agreement. The Warrant is exercisable until December 5, 2024.

(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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