

PERELMAN RONALD O
 Form 4
 December 07, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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)
12/05/2017

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

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

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

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)	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.
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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)	\$ 4.38	12/05/2017	J ⁽¹⁾	1			12/05/2017	12/05/2018	Class A common stock	2,283,105
Common Stock Purchase Warrant	\$ 5.04	12/05/2017	J ⁽²⁾	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, 12/07/2017
 attorney-in-fact

__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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.