

Cara Therapeutics, Inc.
Form 4
February 05, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VOGELBAUM MARTIN

(Last) (First) (Middle)

**C/O RHO VENTURES, 152 WEST
57TH STREET, 23RD FLOOR**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Cara Therapeutics, Inc. [CARA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2014

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)
☒ 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	(A) or (D)	Price
Common Stock	02/05/2014		C ⁽¹⁾		2,442,239	A	\$ 0 2,442,239
							I
Common Stock	02/05/2014		P		225,818	A	\$ 11 2,668,057
							I

By
Partnership
(2)

By
Partnership
(2)

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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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Preferred Stock	(1)	02/05/2014		C		6,105,598		(1)	(1)	Common Stock	2,442,23

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VOGELBAUM MARTIN
C/O RHO VENTURES
152 WEST 57TH STREET, 23RD FLOOR
NEW YORK, NY 10019

X

Signatures

/s/Darren DeStefano,
Attorney-in-Fact

02/05/2014

__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) The Series D Preferred Stock held by Rho Ventures VI, L.P. ("Ventures") automatically converted on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering.

- (2) These securities are owned directly by Ventures. RMV VI, L.L.C. ("RMV") is the general partner of Ventures and Rho Capital Partners LLC ("Partners") is the managing member of RMV. Mark Leschly, Habib Kairouz and Joshua Ruch are managing members of Partners and exercise shared voting and investment power with respect to the shares owned by Ventures. The reporting person, a member of the Board of Directors of the issuer, is a non-managing member of RMV and, as such, advises Ventures with respect to voting and investment decisions relating to the shares of stock owned by Ventures but does not have or share voting and investment power over such shares. The reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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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