

vTv Therapeutics Inc.
Form 3
July 30, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â PERELMAN RONALD O
(Last) (First) (Middle)

C/O MACANDREWS &
FORBES
INCORPORATED,Â 35 EAST
62ND STREET
(Street)

NEW YORK,Â NYÂ 10065
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
07/30/2015

3. Issuer Name **and** Ticker or Trading Symbol
vTv Therapeutics Inc. [VTVT]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Nonvoting Common Units and Class B common stock ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Class A common stock	25,000,000	\$ ⁽²⁾	I	See footnote ⁽³⁾

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	Â	Â X	Â	Â

Signatures

/s/ Barry F. Schwartz,
attorney-in-fact

07/30/2015

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of Class B common stock of the Issuer ("Class B Common Stock") have one vote per share but represent no economic interests and are issued in an equal amount to the number of Nonvoting Common Units of vTv Therapeutics LLC ("vTv Units") held.
Pursuant to the terms of the Exchange Agreement, dated as of July 29, 2015, by and among the Issuer, vTv Therapeutics LLC and vTv Therapeutics Holdings LLC ("Holdings") (the "Exchange Agreement"), vTv Units, together with a corresponding number of shares of
- (2) Class B Common Stock, may be exchanged for (i) Class A common stock of the Issuer ("Class A Common Stock"), which have one vote per share and represent economic interests, on a one-for-one basis or (ii) cash (based on the market price of the shares of Class A Common Stock), at the option of the Issuer. The exchange rights under the Exchange Agreement do not expire.
Mr. Ronald O. Perelman is the sole stockholder of MacAndrews & Forbes Incorporated ("M&F Inc."), which is the parent of M&F TTP Holdings LLC ("M&F TTP"), which is the parent of vTv Holdings I LLC ("vTv I"), which, together with vTv Holdings II LLC ("vTv II"), an entity controlled by Mr. Perelman, are the only members of Holdings, which holds the securities described above. Mr.
- (3) Perelman, M&F Inc., M&F TTP, vTv I, vTv II and Holdings may be deemed to be directors by deputation 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 Holdings pursuant to the Investor Rights Agreement, dated as of July 29, 2015, between the Issuer and Holdings. Mr. Perelman's pecuniary interest in the securities held by Holdings is limited to his percentage interest in Holdings' interests in such securities.

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Remarks:

ExhibitÂ 24.1:Â PowerÂ ofÂ Attorney

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.