

PERELMAN RONALD O  
Form 4  
February 28, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2019

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

(Street)  
  
NEW YORK, NY 10065

4. 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

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A common stock            | 02/28/2019                           |  | P                              | 815,217 A   | \$ 1.84 16,493,653  | I  | See footnote (1)                                      |

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 (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) | 8. Pr Deri Secu (Inst |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|
| Call Option (right to buy)                 | \$ 1.84  | 02/28/2019                           |  | O(2)                           | 1   | 12/11/2018 12/11/2019                                    | Class A common stock 815,217                                  | S                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PERELMAN RONALD O<br>C/O MACANDREWS & FORBES INCORPORATED<br>35 EAST 62ND STREET<br>NEW YORK, NY 10065 |               |           | X       |       |

## Signatures

/s/ Ronald O. Perelman 02/28/2019

\*\*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).

The ROP Revocable Trust dated 1/9/2018 (the "ROP Revocable Trust"), of which Mr. Ronald O. Perelman is the sole trustee and sole beneficiary, 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 MacAndrews & Forbes Group LLC ("M&F Group"). M&F Group and MFV hold the securities described above. Mr. Perelman, the ROP Revocable Trust, M&F Inc., M&F LLC, M&F Group and MFV may be deemed to be directors by deputization of vTv Therapeutics Inc. (the "Issuer") by virtue of their relationship with Steven M. Cohen 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.

On December 11, 2018, M&F Group entered into a letter agreement (the "Letter Agreement"), with the Issuer for M&F Group's commitment to purchase, at the Issuer's option, exercisable on demand during a one-year period (the "Investment Period"), the Company's Class A common stock, par value \$0.01 per share ("Common Stock") at a per share price of \$1.84, which is equal to the closing price of the Common Stock for the trading day 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 is limited to \$10.0 million. On February 28, 2019, the Issuer exercised its right to have M&F Group purchase 815,217 shares of Common Stock for a total purchase price of \$1,500,000 in cash.

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