PERELMAN RONALD O

Form 4

March 19, 2019

FORM 4

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PERELMAN RONALD O

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

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

(Month/Day/Year)

C/O MACANDREWS & FORBES **INCORPORATED, 35 EAST 62ND** 03/18/2019

Officer (give title below)

Other (specify

STREET

(City)

Security

(Instr. 3)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10065

(State) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 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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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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionNumber

5.

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

D

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ear)	(Instr. 3 and 4)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Call Option (right to buy)	\$ 1.65	03/18/2019		<u>J(1)</u>	1	03/18/2019	03/18/2020	Class A common stock	5,454,545	

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/ Ronald O. Perelman 03/19/2019

**Signature of Date
Reporting Person

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).

On March 18, 2019, 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 \$1.65. 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 \$9.0 million.

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 M&F Group. M&F Group and MFV hold the securities

(2) 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 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.

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.

Reporting Owners 2