

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 SAVAS PAUL G

(Last) (First) (Middle)

C/O VTV THERAPEUTICS
INC.,Â 4170 MENDENHALL
OAKS PKWY

(Street)

HIGH POINT,Â NCÂ 27265

(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

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (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 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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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 Security

5. Ownership Form of Derivative Security: Direct (D)

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

Date Exercisable Expiration Date Title Amount or Number of

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		Shares		or Indirect (I) (Instr. 5)
Class B Units	Â (1)(2)(3) Â	Class A common stock	(1) (2) (3) \$ (1) (2) (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAVAS PAUL G C/O VTV THERAPEUTICS INC. 4170 MENDENHALL OAKS PKWY HIGH POINT, NC 27265	Â X	Â	Â	Â

Signatures

/s/ Paul G. Savas 07/30/2015

Signature of Date
Reporting Person

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).

Represents 10,000 Class B Units ("Profits-only Units"), or 1% (the "Applicable Percentage"), of M&F TTP Holdings LLC ("M&F TTP"), an indirect parent of the Issuer. M&F holds 95.5% of vTv I Holdings LLC ("vTv I") and 2.7% of vTv II Holdings LLC ("vTv II"), which hold 95% and 5%, respectively, of vTv Therapeutics Holdings LLC, which holds 25,000,000 shares of Class B common stock of the Issuer ("Class B Common Stock") and 25,000,000 Nonvoting Common Units of vTv Therapeutics LLC ("vTv Units"). vTv Units, together with a corresponding number of shares of 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.

Upon redemption, liquidation or other distribution of proceeds with respect to a capital transaction, the Profits-only Units entitle the holder to a distribution equal to the Applicable Percentage multiplied by the positive difference, if any, between (A) the fair market value of M&F TTP's assets (based on the fair market value of M&F TTP's indirect ownership of Class A Common Stock on an as-converted basis) as of the redemption, liquidation or other distribution date and (B) the fair market value of M&F TTP's assets (based on the fair market value of M&F TTP's indirect ownership of Class A Common Stock on an as-converted basis) prior to the issuance of the Profits-only Units, determined using the Issuer's initial public offering price for shares of Class A common stock, subject to certain conditions.

M&F TTP may, at its option, make distributions with respect to the Profits-only Units in the form of securities of the Issuer or its subsidiaries or in the form of cash. The Issuer is not party to the limited liability company agreement of M&F TTP and therefore has no obligations (payment or otherwise) with respect to the Profits-only Units. No exercise price for the Profits-only Units is listed because no additional amounts need be paid by Mr. Savas in respect of such Profits-only Units and the Profits-only Units do not expire.

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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