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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 21)*

vTv Therapeutics Inc.

(Name of Issuer)

Class A common stock, par value \$0.01 per share
(Title of Class of Securities)

918385 105
(CUSIP Number)

Steven M. Cohen
Executive Vice President, Chief Administrative Officer and General Counsel
MacAndrews & Forbes Incorporated
35 East 62nd Street
New York, NY 10065
212-572-8600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:
Lawrence G. Wee
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

March 18, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.		918385 105	
1.	NAME OF REPORTING PERSON The ROP Revocable Trust dated 1/9/2018		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	47,448,617 (1)
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	47,448,617 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 47,448,617 (1)		
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 81.5% (2)		
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

(1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 16,493,653 shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of the Issuer, (ii) 23,084,267 shares of Class A Common Stock issuable upon exchange of 23,084,267 shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), of the Issuer and corresponding nonvoting common units ("vTv Units") of vTv Therapeutics LLC, (iii) 1,057,455 shares of Class A Common Stock issuable to MacAndrews & Forbes Group LLC ("M&F Group") upon exercise of Common Stock Purchase Warrants held by M&F Group (the "Warrants"), (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to a commitment letter, dated December 11, 2018 (the "December Letter Agreement") and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to a commitment letter, dated March 18, 2019 (the "March Letter Agreement"), that are beneficially owned by the "Reporting Persons" (as defined below). The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein. The number of shares reported above includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust.

- (2) The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.
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CUSIP No.		918385 105	
1.	NAME OF REPORTING PERSON MacAndrews & Forbes Incorporated		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	46,743,183 (1)
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	46,743,183 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,743,183 (1)		
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 80.3% (2)		
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

(1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 16,493,653 shares of Class A Common Stock, (ii) 22,378,833 shares of Class A Common Stock issuable upon exchange of 22,378,833 shares of Class B Common Stock and corresponding vTv Units, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the March Letter Agreement that are beneficially owned by the Reporting Persons. The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

- (2) The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.
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CUSIP No.		918385 105	
1.	NAME OF REPORTING PERSON MacAndrews & Forbes LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	21,963,684 (1)
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	21,963,684 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 21,963,684 (1)		
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.7% (2)		
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 14,092,987 shares of Class A Common Stock, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement and 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the March Letter Agreement.
- (2) The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

CUSIP No.		918385 105	
1.	NAME OF REPORTING PERSON MacAndrews & Forbes Group LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	21,963,684 (1)
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	21,963,684 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 21,963,684 (1)		
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.7% (2)		
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 14,092,987 shares of Class A Common Stock, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement and (iv) 5,454,545 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the March Letter Agreement.
- (2) The calculation assumes that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

CUSIP No.		918385 105	
1.	NAME OF REPORTING PERSON MFV Holdings One LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	24,779,499 (1)
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	24,779,499 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 24,779,499 (1)		
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 49.2% (2)		
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.
- (2) The calculation assumes that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

CUSIP No.		918385 105	
1.	NAME OF REPORTING PERSON M&F TTP Holdings LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	22,378,833 (1)
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	22,378,833 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,378,833 (1)		
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.4% (2)		
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.
- (2) The calculation assumes that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

CUSIP No.		918385 105	
1.	NAME OF REPORTING PERSON M&F TTP Holdings Two LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	22,378,833 (1)
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	22,378,833 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,378,833 (1)		
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.4% (2)		
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.
- (2) The calculation assumes that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of March 18, 2019. This total assumes the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

This Amendment No. 21 ("Amendment No. 21") amends and supplements the statement on Schedule 13D, dated August 14, 2015, as amended by Amendment No. 1 to the statement on Schedule 13D, dated August 28, 2015, as further amended by Amendment No. 2 to the statement on Schedule 13D, dated October 5, 2015, as further amended by Amendment No. 3 to the statement on Schedule 13D, dated April 6, 2016, as further amended by Amendment No. 4 to the statement on Schedule 13D, dated August 15, 2017, as further amended by Amendment No. 5 to the statement on Schedule 13D, dated December 7, 2017, as further amended by Amendment No. 6 to the statement on Schedule 13D, dated May 29, 2018, as further amended by Amendment No. 7 to the statement on Schedule 13D, dated June 20, 2018, as further amended by Amendment No. 8 to the statement on Schedule 13D, dated July 10, 2018, as further amended by Amendment No. 9 to the statement on Schedule 13D, dated August 1, 2018, as further amended by Amendment No. 10 to the statement on Schedule 13D, dated August 14, 2018, as further amended by Amendment No. 11 to the statement on Schedule 13D, dated September 10, 2018, as further amended by Amendment No. 12 to the statement on Schedule 13D, dated October 1, 2018, as further amended by Amendment No. 13 to the statement on Schedule 13D, dated November 6, 2018, as further amended by Amendment No. 14 to the statement on Schedule 13D, dated November 29, 2018, as further amended by Amendment No. 15 to the statement on Schedule 13D, dated December 12, 2018, as further amended by Amendment No. 16 to the statement on Schedule 13D, dated December 27, 2018, as further amended by Amendment No. 17 to the statement on Schedule 13D, dated January 18, 2019, as further amended by Amendment No. 18 to the statement on Schedule 13D, dated January 30, 2019, as further amended by Amendment No. 19 to the statement on Schedule 13D, dated February 15, 2019 and as further amended by Amendment No. 20 to the statement on Schedule 13D, dated February 28, 2019 (as so amended, the "Schedule 13D"), and is being filed with the Securities and Exchange Commission by The ROP Revocable Trust dated 1/9/2018, a New York trust (the "ROP Revocable Trust"), MacAndrews & Forbes Incorporated, a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes LLC, a Delaware limited liability company ("M&F LLC"), MacAndrews & Forbes Group LLC, a Delaware limited liability company ("M&F Group"), MFV Holdings One LLC, a Delaware limited liability company ("MFV"), M&F TTP Holdings LLC, a Delaware limited liability company ("M&F TTP"), and M&F TTP Holdings Two LLC, a Delaware limited liability company ("M&F TTP Two") (each of the foregoing, a "Reporting Person," and collectively, the "Reporting Persons"), relating to the shares of the Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of vTv Therapeutics Inc., a Delaware corporation (the "Issuer").

Item 4. Purpose of Transaction.

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the information below.

On March 18, 2019, M&F Group entered into a letter agreement (the "March 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 after the date of the March Letter Agreement (the "Investment Period"), Class A Common Stock at a per share price of \$1.65. The March Letter Agreement also permits M&F Group to exercise an option to purchase Class A Common Stock at the same price up to three times during the Investment Period. The aggregate amount of Class A Common Stock that may be purchased by M&F Group (whether at its or the Company's option) pursuant to the March Letter Agreement is limited to \$9.0 million.

The obligation of M&F Group to fund and the obligation of the Issuer to issue shares under the March Letter Agreement is subject to the execution of mutually acceptable definitive documentation at the time of a request for funding.

The foregoing summary of the March Letter Agreement is not complete and is subject in its entirety to the March Letter Agreement itself, which is filed as Exhibit 2 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

The information contained in the first four paragraphs of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The ROP Revocable Trust directly or indirectly controls MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. Including (i) the 23,084,267 shares of Class B Common Stock (which are exchangeable, together with a corresponding vTv Unit, for shares of Class A Common Stock on a one-to-one basis) outstanding, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (iv) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement:

- 47,448,617 shares of Class A Common Stock are beneficially owned by Mr. Perelman and the ROP Revocable Trust;
-

- 46,743,183 shares of Class A Common Stock are beneficially owned by MacAndrews & Forbes;
- 24,779,499 shares of Class A Common Stock are beneficially owned by MFV;
- 22,378,833 shares of Class A Common Stock are beneficially owned by M&F TTP and M&F TTP Two; and
- 21,963,684 shares of Class A Common Stock are beneficially owned by M&F LLC and M&F Group.

Each of the Reporting Persons disclaim any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

Ronald O. Perelman, the sole trustee and sole beneficiary of the ROP Revocable Trust and the Director, Chairman and Chief Executive Officer of MacAndrews & Forbes, may be deemed to beneficially own all the shares of Class A Common Stock and Class B Common Stock beneficially owned by the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. The number of shares reported as beneficially owned by the ROP Revocable Trust includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust. Mr. Perelman disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of their pecuniary interest therein.

The total Class A Common Stock beneficial ownership of (i) Mr. Perelman and the ROP Revocable Trust represents approximately 81.5% of the Class A Common Stock, (ii) MacAndrews & Forbes represents approximately 80.3% of the Class A Common Stock, (iii) MFV represents approximately 49.2% of the Class A Common Stock, (iv) M&F TTP and M&F TTP Two represents approximately 44.4% of the Class A Common Stock and (v) M&F LLC and M&F Group represents approximately 37.7% of the Class A Common Stock (assuming, in the case of MFV, M&F TTP and M&F TTP Two, that there is a total of 50,350,184 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of March 18, 2019, and, in the case of the beneficial ownership of Mr. Perelman, the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC and M&F Group, that there is a total of 58,220,881 shares of Class A Common Stock outstanding, which is the sum of (i) 27,255,963 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement and (v) 5,454,545 shares of Class A Common Stock issuable to M&F Group pursuant to the March Letter Agreement, in each case, as of March 18, 2019. These totals assume the closing of the sale of 3,636,364 shares of Class A Common Stock by the Issuer to certain investors pursuant to a Securities Purchase Agreement dated March 18, 2019.

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

(c) Except for the transactions described herein, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons since the filing of Amendment No. 20 to this Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the information below.

The responses set forth in Item 4 hereof are incorporated by reference in their entirety.

Item 7. Material to be Filed as Exhibits

[Exhibit 1:](#) Letter Agreement, dated as of March 18, 2019, by and between vTv Therapeutics Inc. and MacAndrews & Forbes Group LLC.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 19, 2019

The ROP Revocable Trust dated 1/9/2018

By: /s/ Ronald O. Perelman
Name: Ronald O. Perelman
Title: Trustee

MacAndrews & Forbes Incorporated

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Deputy General Counsel

MacAndrews & Forbes LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

MacAndrews & Forbes Group LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

MFV Holdings One LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

M&F TTP Holdings LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

M&F TTP Holdings Two LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Senior Vice President and Secretary

MacAndrews & Forbes Group LLC
35 East 62nd Street
New York, New York 10065

March 18, 2019

vTv Therapeutics Inc.
4170 Mendenhall Oaks Pkwy
High Point, NC 27265

Attn: Stephen L. Holcombe
President and Chief Executive Officer

Rudy C. Howard
Chief Financial Officer

Gentlemen:

You have indicated an interest in an additional investment by MacAndrews & Forbes Group LLC or one of its affiliates (collectively, "MacAndrews") in Class A common stock, par value \$0.01 ("Common Stock"), of vTv Therapeutics Inc. (the "Company") in an amount of up to \$9,000,000. I am pleased to present, for your board's consideration, the terms on which we would agree to make such an additional investment.

As set forth in more detail in the term sheet attached to this letter (collectively, the term sheet and this letter are referred to as this "Letter") we agree to invest up to \$9,000,000 in the Company, with such commitment remaining available to the Company, at its option, for a period of one year from the date of this Letter (the "Commitment Period"). In exchange, the definitive agreement will provide that the Company will issue to us on each funding date (the "Company Option") Common Stock at a per share purchase price equal to \$1.65 (the "Per Share Price").

We shall also have the option, during the Commitment Period, to invest in the Company by purchasing up to \$9,000,000 of shares of Common Stock at the Per Share Price (the "MacAndrews Option"). Notwithstanding anything to the contrary in this Letter, the total value of Common Stock that may be purchased pursuant to the Company Option and the MacAndrews Option shall not exceed \$9,000,000 in the aggregate. The Company Option may be exercised by you, and the MacAndrews Option may be exercised by us, in each case, by the exercising party delivering a notice (a "Funding Notice") to the other party, which notice shall specify the aggregate value and number of shares of Common Stock to be purchased by us. Funding Notices from the Company shall be made in writing by the Chief Executive Officer or Chief Financial Officer of the Company. MacAndrews shall be limited to three Funding Notices during the Commitment Period; the number of Funding Notices from the Company shall not be limited.

The Company would use the proceeds of any such investment to fund research and development, to pursue growth opportunities and for general corporate purposes.

Our obligation to fund the purchase price and the Company's obligation to issue shares of Common Stock on the terms set forth in this Letter with respect to each investment contemplated by this Letter are subject to the negotiation and execution of a mutually acceptable securities purchase agreement with respect to each such investment.

This Letter shall, upon execution, be binding on the parties hereto. All obligations under this Letter shall remain in full force and effect until the one-year anniversary of this Letter. The completion of the transactions contemplated by this Letter are subject, among other things, to the negotiation and execution of a definitive agreement acceptable to each of us. The parties hereto agree that, upon delivery of a Funding Notice in accordance with the terms of this Letter by either party, the parties shall, as promptly as practicable, (i) enter into a securities purchase agreement with respect to the investment contemplated by the Funding Notice, (ii) take all actions and further steps as may be reasonably necessary to complete such investment, and (iii) complete such investment. Notwithstanding anything to the contrary in this Letter, failure by either party to comply with the foregoing sentence shall constitute a material breach under this Letter, entitling the non-breaching party to specific performance (it being understood that money damages would not be an adequate remedy for any such breach).

Neither this Letter nor any of the provisions hereof may be amended, modified, changed or waived except by an instrument in writing signed by the parties hereto. This Letter shall be governed by and construed in accordance with the laws of the State of New York. This Letter contains the full and entire understanding and agreement between the parties with regard to the subject matters hereof and supersedes all prior understandings and agreements relating to the matters set forth herein. This Letter may be executed in counterparts, each of which shall be deemed to constitute an original but all of which together shall constitute one and the same instrument.

We continue to be excited about the Company and its prospects. We look forward to implementing a transaction that would be in the best interests of the Company's stockholders, officers and other employees, and customers.

Very truly yours,

MACANDREWS & FORBES GROUP LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri Ben-Yishai
Title: Secretary

AGREED AND ACCEPTED:

VTV THERAPEUTICS INC.

By: /s/ Rudy Howard
Name: Rudy Howard
Title: Chief Financial Officer

Signature Page to Commitment Letter]

SUMMARY OF TERMS
\$9,000,000 INVESTMENT
VTV THERAPEUTICS INC.
March 18, 2019

This term sheet ("Term Sheet") summarizes the principal terms of an investment by MacAndrews & Forbes Group LLC or one of its affiliates (collectively, "MacAndrews") of up to \$9,000,000 in vTv Therapeutics Inc. (the "Company").

- Company Option:** MacAndrews commits to invest up to an aggregate of \$9,000,000 in the Company, at the Company's option (the "Company Option"), during the one-year period (the "Commitment Period") following execution of this Letter.
- MacAndrews Option:** At any time during the Commitment Period, MacAndrews may, at MacAndrews' option (the "MacAndrews Option"), elect to invest up to \$9,000,000 in the Company on the same terms as the Company Option; provided that in no event will the aggregate amount of the investments pursuant to the Company Option and the MacAndrews Option exceed \$9,000,000.
- Securities to be Issued; Terms of Investments:** Pursuant to the exercise of the Company Option or the MacAndrews Option (an "Investment"), subject to the terms and conditions of the Purchase Agreement (defined below), the Company will issue to Investor on each funding date:
- Such number of shares (the "Shares") of Class A common stock, par value \$0.01 per share ("Common Stock"), of the Company with a value equal to the Investment, at a per share price ("Per Share Price") equal to \$1.65, which is equal to the closing price of the Common Stock on the day prior to the date of this Letter.
- Use of Proceeds:** To fund research and development, to pursue growth opportunities and for general corporate purposes.
- Funding Notices; Binding Commitment:** The Company Option may be exercised by the Company, and the MacAndrews Option may be exercised by MacAndrews, in each case, by the exercising party delivering a written notice (a "Funding Notice") to the other party, which notice shall specify the aggregate value and number of shares of Common Stock to be purchased by MacAndrews. Funding Notices from the Company shall be made in writing by the Chief Executive Officer or Chief Financial Officer of the Company. MacAndrews shall be limited to three Funding Notices during the Commitment Period; the number of Funding Notices from the Company shall not be limited.
- Upon delivery of a Funding Notice in accordance with the terms of this Letter by either party, the parties shall, as promptly as practicable, (i) enter into a securities purchase agreement with respect to the Investment contemplated by the Funding Notice, (ii) take all actions and further steps as may be reasonably necessary to complete such Investment, and (iii) complete such Investment. Notwithstanding anything to the contrary in this Letter, failure by either party to comply with the foregoing sentence shall constitute a material breach of this Letter, entitling the non-breaching party to specific performance (it being understood that money damages would not be an adequate remedy for any such breach).
- Securities Purchase Agreement:** MacAndrews' obligation to fund the purchase price and the Company's obligation to issue shares of Common Stock on the terms set forth in this Letter with respect to each Investment contemplated by this Letter are subject to the negotiation and execution of a mutually acceptable securities purchase agreement (the "Purchase Agreement") with respect to each such Investment. The issuance of the Shares will be made pursuant to Regulation D under the Securities Act of 1933, as amended, and MacAndrews agrees that it is an "accredited investor" (as such term is defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended).
- Expenses:** Counsel to the Company will prepare initial drafts of all documents. The Company shall pay all reasonable fees and expenses of MacAndrews' counsel, if necessary.
- Registration Rights:** The Shares and any other securities acquired in connection with any Investment shall be covered by the Investor Rights Agreement by and between the Company and M&F TTP Holdings Two LLC, as successor in interest to vTv Therapeutics Holdings LLC, dated July 29, 2015, as amended from time to time.
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Representations and Warranties:

Each Purchase Agreement will include standard representations and warranties by the Company.

Conditions to Closing:

Each Purchase Agreement will include standard conditions to closing of each tranche, including, without limitation, (i) the Company being in compliance with all applicable Nasdaq Marketplace Rules (both before and after giving effect to the applicable closing), except for non-compliance as previously disclosed by the Company, (ii) the Common Stock remaining listed for trading on a Nasdaq exchange, and (iii) the Shares to be then issued having been listed for trading on a Nasdaq exchange.
