## **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934** (Amendment No. 10)\*

# vTv Therapeutics Inc.

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

#### August 10, 2018

(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-l(f) or 240.13d-l(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.<br>918385 105                  |   |  | SCHEDULE 13D   | Page 2 of 10    |  |  |  |  |
|--|---|--|--|-----------------|--|--|--|--|
| CUSIP No.                                | 918385  | 105  |  |                 |  |  |  |  |
|  | NAME  | NAME OF REPORTING PERSON   |  |                 |  |  |  |  |
| 1  | MacAnd  | rews &   | Forbes Incorporated  |                 |  |  |  |  |
| 2  | СНЕСК   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a)  (b)  (b) |  |                 |  |  |  |  |
| 3  | SEC US  | E ONL  | Y  |                 |  |  |  |  |
| 4  | SOURC<br>OO   | E OF I   | FUNDS (SEE INSTRUCTIONS)                                     |                 |  |  |  |  |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) □ |  |  |                 |  |  |  |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware   |  |  |                 |  |  |  |  |
|  |   | 7  | SOLE VOTING POWER  0   |                 |  |  |  |  |
| NUMBER OF SI<br>BENEFICIAL<br>OWNED BY E | LLY   | LLY  | SHARED VOTING POWER  36,218,756 (1)                          |                 |  |  |  |  |
| REPORTING PI<br>WITH                     | ERSON   | 9  | SOLE DISPOSITIVE POWER 0                                     |                 |  |  |  |  |
|  |   | 10   | SHARED DISPOSITIVE POWER 36,218,756 (1)                      |                 |  |  |  |  |
| 11                                       | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,218,756 (1)           |  |  |                 |  |  |  |  |
| 12                                       | СНЕСК   | IF TH  | IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE | E INSTRUCTIONS) |  |  |  |  |
| 13                                       | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 83.6% (2)                          |  |  |                 |  |  |  |  |
| 14                                       | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)   |  |  |                 |  |  |  |  |

(1) The information set forth in Item 5 is incorporated by reference. Includes (i) 4,898,771 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) 716,921 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"), and (iv) 7,518,797 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to a commitment letter, dated July 30, 2018 (the "2018 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. Includes 655,721 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by Mr. Ronald O. Perelman and 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.

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(2) The calculation assumes that there is a total of 43,342,990 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 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) 716,921 shares of Class A Common Stock issuable to M&F Group upon

| 10, 2018. |  |  |
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| CUSIP No.               |              |   | SCHEDULE 13D   | Page 3 of 10      |  |  |  |  |  |
|-------------------------|--------------|---|--|-------------------|--|--|--|--|--|
| 918385 105              |              |   |  |                   |  |  |  |  |  |
| CUSIP No.               | 918385       | 105   |  | _                 |  |  |  |  |  |
|                         | NAME         | NAME OF REPORTING PERSON  |  |                   |  |  |  |  |  |
| 1                       | MacAnd       | rews & I  | Forbes LLC   |                   |  |  |  |  |  |
| 2                       | СНЕСК        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) $\Box$ (b) $\Box$ |  |                   |  |  |  |  |  |
| 3                       | SEC USE ONLY |   |  |                   |  |  |  |  |  |
|                         | SOURC        | E OF FU   | UNDS (SEE INSTRUCTIONS)                                    |                   |  |  |  |  |  |
| 4                       | 00           |   |  |                   |  |  |  |  |  |
| 5                       | СНЕСК        | IF DIS  | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  | 4S 2(D) OR 2(E) □ |  |  |  |  |  |
|                         | CITIZE       | CITIZENSHIP OR PLACE OF ORGANIZATION  |  |                   |  |  |  |  |  |
| 6                       | Delaware     |   |  |                   |  |  |  |  |  |
|                         |              |   | SOLE VOTING POWER  |                   |  |  |  |  |  |
|                         |              | 7   | 0  |                   |  |  |  |  |  |
|                         |              |   | SHARED VOTING POWER  |                   |  |  |  |  |  |
| NUMBER OF S BENEFICIA   | LLY          | 8   | 10,733,823 (1)   |                   |  |  |  |  |  |
| OWNED BY<br>REPORTING I |              | •   | SOLE DISPOSITIVE POWER                                     |                   |  |  |  |  |  |
| WITH                    |              | 9   | 0  |                   |  |  |  |  |  |
|                         |              | 4.0   | SHARED DISPOSITIVE POWER                                   |                   |  |  |  |  |  |
|                         |              | 10  | 10,733,823 (1)   |                   |  |  |  |  |  |
| 44                      | AGGRE        | EGATE A   | AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         |                   |  |  |  |  |  |
| 11                      | 10,733,8     | 23 (1)  |  |                   |  |  |  |  |  |
| 12                      | СНЕСК        | IF THE  | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SE | E INSTRUCTIONS)   |  |  |  |  |  |
| 10                      | PERCE        | NT OF (   | CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |                   |  |  |  |  |  |
| 13                      | 24.8% (2     | 2)  |  |                   |  |  |  |  |  |

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The information set forth in Item 5 is incorporated by reference. Includes (i) 2,498,105 shares of Class A Common Stock, (ii) 716,921 shares of (1) Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 7,518,797 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the 2018 Letter Agreement.

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

The calculation assumes that there is a total of 43,342,990 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 shares (2) 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) 716,921 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 7,518,797 shares of Class A Common Stock issuable to M&F Group pursuant to the 2018 Letter Agreement, in each case, as of August 10, 2018.

| CUSIP No.<br>918385 105 |                                      |  | SCHEDULE 13D  | Page 4 of 10             |  |  |  |  |  |
|-------------------------|--------------------------------------|--|---|--------------------------|--|--|--|--|--|
| 510305 103              |                                      |  | L_  |                          |  |  |  |  |  |
| CUSIP No.               | 918385 105                           |  |   |                          |  |  |  |  |  |
|                         | NAME                                 | NAME OF REPORTING PERSON   |   |                          |  |  |  |  |  |
| 1                       | MacAnd                               | MacAndrews & Forbes Group LLC  |   |                          |  |  |  |  |  |
| 2                       | CHECH                                | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)          |   |                          |  |  |  |  |  |
| 3                       | SEC US                               | SEC USE ONLY   |   |                          |  |  |  |  |  |
|                         | SOURC                                | E OF F   | UNDS (SEE INSTRUCTIONS)                                       |                          |  |  |  |  |  |
| 4                       | 00                                   |  |   |                          |  |  |  |  |  |
| 5                       | СНЕСИ                                | K IF DIS   | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 | 2(D) OR 2(E)             |  |  |  |  |  |
|                         | CITIZENSHIP OR PLACE OF ORGANIZATION |  |   |                          |  |  |  |  |  |
| 6                       | Delawai                              | Delaware   |   |                          |  |  |  |  |  |
|                         |                                      |  | SOLE VOTING POWER   |                          |  |  |  |  |  |
|                         |                                      | 7  | 0   |                          |  |  |  |  |  |
|                         |                                      |  | SHARED VOTING POWER   |                          |  |  |  |  |  |
| NUMBER OF<br>BENEFICE   | ALLY                                 |  | 10,733,823 (1)  |                          |  |  |  |  |  |
| OWNED BY<br>REPORTING   |                                      |  | SOLE DISPOSITIVE POWER  |                          |  |  |  |  |  |
| WITH                    |                                      | 9  | 0   |                          |  |  |  |  |  |
|                         |                                      |  |   | SHARED DISPOSITIVE POWER |  |  |  |  |  |
|                         |                                      | 10   | 10,733,823 (1)  |                          |  |  |  |  |  |
|                         | AGGRI                                | EGATE  | AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON            |                          |  |  |  |  |  |
| 11                      | 10,733,8                             | 323 (1)  |   |                          |  |  |  |  |  |
| 12                      | СНЕСИ                                | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |   |                          |  |  |  |  |  |
|                         | PERCE                                | NT OF  | CLASS REPRESENTED BY AMOUNT IN ROW (11)                       |                          |  |  |  |  |  |
| 13                      | 24.8% (                              | 2)   |   |                          |  |  |  |  |  |
|                         | ТҮРЕ (                               | OF REP   | ORTING PERSON (SEE INSTRUCTIONS)                              |                          |  |  |  |  |  |

(1) The information set forth in Item 5 is incorporated by reference. Includes (i) 2,498,105 shares of Class A Common Stock, (ii) 716,921 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 7,518,797 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the 2018 Letter Agreement.

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The calculation assumes that there is a total of 43,342,990 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 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) 716,921 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 7,518,797 shares of Class A Common Stock issuable to M&F Group pursuant to the 2018 Letter Agreement, in each case, as of August 10, 2018.

| CUSIP No.<br>918385 105 |   |              | SCHEDULE 13D  | Page 5 of 10   |  |  |  |  |
|-------------------------|---|--------------|---|----------------|--|--|--|--|
| CUSIP No.               | 918385  | 105          |   |                |  |  |  |  |
| 1                       | NAME  | OF REP       | PORTING PERSON  |                |  |  |  |  |
| 1                       | MFV Ho  | oldings C    | One LLC   |                |  |  |  |  |
| 2                       | СНЕСК   | THE A        | APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)                 | (a) □<br>(b) □ |  |  |  |  |
| 3                       | SEC US  | SEC USE ONLY |   |                |  |  |  |  |
| _                       | SOURC   | E OF F       | UNDS (SEE INSTRUCTIONS)   |                |  |  |  |  |
| 4                       | 00  |              |   |                |  |  |  |  |
| 5                       | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) |              |   |                |  |  |  |  |
|                         | CITIZENSHIP OR PLACE OF ORGANIZATION  |              |   |                |  |  |  |  |
| 6                       | Delawar   | e            |   |                |  |  |  |  |
|                         | 1   | 7            | SOLE VOTING POWER 0   |                |  |  |  |  |
|                         |   |              | SHARED VOTING POWER   |                |  |  |  |  |
| NUMBER OF S             | LLY   | 8            | 24,779,499 (1)  |                |  |  |  |  |
| OWNED BY I              |   | 0            | SOLE DISPOSITIVE POWER  |                |  |  |  |  |
| WITH                    |   | 9            | 0   |                |  |  |  |  |
|                         |   | 10           | SHARED DISPOSITIVE POWER  |                |  |  |  |  |
|                         |   | 10           | 24,779,499 (1)  |                |  |  |  |  |
| 44                      | AGGRE   | GATE A       | AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                |  |  |  |  |
| 11                      | 24,779,4  | 99 (1)       |   |                |  |  |  |  |
| 12                      | СНЕСК   | IF THI       | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |                |  |  |  |  |
|                         | PERCE   | NT OF        | CLASS REPRESENTED BY AMOUNT IN ROW (11)                                   |                |  |  |  |  |

(1) The information set forth in Item 5 is incorporated by reference. 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.

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**13** 

14

70.6% (2)

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(2) The calculation assumes that there is a total of 35,107,272 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 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 August 10, 2018.

| CUSIP No.<br>918385 105 |  |  | SCHEDULE 13D Pa  | age 6 of 10 |  |  |  |  |  |
|-------------------------|--|--|--|-------------|--|--|--|--|--|
| CUSIP No.               | 918385   | 105  |  |             |  |  |  |  |  |
|                         | NAME   | NAME OF REPORTING PERSON   |  |             |  |  |  |  |  |
| 1                       | M&F T  | ΓP Holdi   | ings LLC   |             |  |  |  |  |  |
| 2                       | СНЕСК  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a)  (b)  (b) |  |             |  |  |  |  |  |
| 3                       | SEC US   | SEC USE ONLY   |  |             |  |  |  |  |  |
|                         | SOURC  | E OF F   | UNDS (SEE INSTRUCTIONS)  |             |  |  |  |  |  |
| 4                       | 00   |  |  |             |  |  |  |  |  |
| 5                       | CHECK  | IF DIS   | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) |             |  |  |  |  |  |
|                         | CITIZE   | CITIZENSHIP OR PLACE OF ORGANIZATION   |  |             |  |  |  |  |  |
| 6                       | Delawar  | Delaware   |  |             |  |  |  |  |  |
|                         |  | _  | SOLE VOTING POWER  |             |  |  |  |  |  |
|                         |  | 7  | 0  |             |  |  |  |  |  |
| NUMBER OF<br>BENEFICI   | ALLY   | 8  | SHARED VOTING POWER 22,378,833 (1)                                       |             |  |  |  |  |  |
| OWNED BY<br>REPORTING   |  |  | SOLE DISPOSITIVE POWER   |             |  |  |  |  |  |
| WITH                    | н 9  |  | 0  |             |  |  |  |  |  |
|                         |  | 4.0  | SHARED DISPOSITIVE POWER   |             |  |  |  |  |  |
|                         |  | 10   | 22,378,833 (1)   |             |  |  |  |  |  |
| 4.4                     | AGGRE  | EGATE .  | AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                       |             |  |  |  |  |  |
| 11                      | 22,378,833 (1)   |  |  |             |  |  |  |  |  |
| 12                      | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |  |  |             |  |  |  |  |  |
| 4.5                     | PERCE  | NT OF  | CLASS REPRESENTED BY AMOUNT IN ROW (11)                                  |             |  |  |  |  |  |
| <b>13</b>               | CD 70/ /5  | 2)   |  |             |  |  |  |  |  |

(1) The information set forth in Item 5 is incorporated by reference. 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.

63.7% (2)

00

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(2) The calculation assumes that there is a total of 35,107,272 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 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 August 10, 2018.

| CUSIP No.<br>918385 105   |  |   | SCHEDULE 13D Pa                                    | age 7 of 10 |  |  |  |  |
|---------------------------|--|---|--|-------------|--|--|--|--|
| CUSIP No.                 | 918385   | 105   |  |             |  |  |  |  |
|                           | NAME   | OF RE   | PORTING PERSON                                     |             |  |  |  |  |
| 1                         | M&F TTP Holdings Two LLC   |   |  |             |  |  |  |  |
| 2                         | СНЕСК  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) $\Box$ (b) $\Box$ |  |             |  |  |  |  |
| 3                         | SEC US   | SEC USE ONLY  |  |             |  |  |  |  |
| _                         | SOURC  | E OF I  | FUNDS (SEE INSTRUCTIONS)                           |             |  |  |  |  |
| 4                         | 00   | 00  |  |             |  |  |  |  |
| 5                         | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)  |   |  |             |  |  |  |  |
|                           | CITIZENSHIP OR PLACE OF ORGANIZATION   |   |  |             |  |  |  |  |
| 6                         | Delawar  | e   |  |             |  |  |  |  |
|                           |  | _   | SOLE VOTING POWER                                  |             |  |  |  |  |
|                           | 7  | 0   |  |             |  |  |  |  |
|                           | LLY  | SHARED VOTING POWER   |  |             |  |  |  |  |
| NUMBER OF SE<br>BENEFICIA |  | 8   | 22,378,833 (1)                                     |             |  |  |  |  |
| OWNED BY E                |  | 9   | SOLE DISPOSITIVE POWER                             |             |  |  |  |  |
| WITH                      |  |   | 0  |             |  |  |  |  |
|                           |  |   | SHARED DISPOSITIVE POWER                           |             |  |  |  |  |
|                           |  | 10  | 22,378,833 (1)                                     |             |  |  |  |  |
|                           | AGGRE  | GATE  | AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |             |  |  |  |  |
| 11                        | 22,378,833 (1)   |   |  |             |  |  |  |  |
| 12                        | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |   |  |             |  |  |  |  |
|                           | DEDCE  | NT OF   | CLASS DEDDESENTED BY AMOUNT IN DOW (11)            |             |  |  |  |  |

(1) The information set forth in Item 5 is incorporated by reference. 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.

**13** 

14

63.7% (2)

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(2) The calculation assumes that there is a total of 35,107,272 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 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 August 10, 2018.

CUSIP No. 918385 105

#### **SCHEDULE 13D**

Page 8 of 10

This Amendment No. 10 ("Amendment No. 10") 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 and as further amended by Amendment No. 9 to the statement on Schedule 13D, dated August 1, 2018 (as so amended, the "Schedule 13D"), and is being filed with the Securities and Exchange Commission by MacAndrews & Forbes Incorporated, a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes 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 ("MFV"), and M&F TTP Holdings Two LLC, a Delaware limited liability company ("MFV"), MacAndrews & Forbes Group Stock"), of vTv Therapeutics Inc., a Delaware corporation (the "Issuer").

#### Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented by adding the information below.

On August 10, 2018, M&F Group purchased 570,777 shares of Class A Common Stock from the Issuer pursuant to the terms of the previously disclosed letter agreement, dated as of December 5, 2017, between M&F Group and the Issuer. The funds used for the purchase of 570,777 shares of the Class A Common Stock were derived from general working capital. A total of \$2,500,000 in cash was paid to acquire such shares.

#### 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) MacAndrews & Forbes directly or indirectly controls 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) 716,921 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 7,518,797 shares of Class A Common Stock issuable to M&F Group pursuant to the 2018 Letter Agreement, 36,218,756 shares of Class A Common Stock are beneficially owned by Mr. Perelman and 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 10,733,823 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, 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 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 MacAndrews & Forbes includes 655,721 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by Mr. Perelman and 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 his pecuniary interest therein.

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The total Class A Common Stock beneficial ownership of (i) Mr. Perelman and MacAndrews & Forbes represents approximately 83.6% of the Class A Common Stock, (ii) MFV represents approximately 70.6% of the Class A Common Stock, (iii) M&F TTP and M&F TTP Two represents approximately 63.7% of the Class A Common Stock and (iv) M&F LLC and M&F Group represents approximately 24.8% 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 35,107,272 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 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 August 10, 2018, and, in the case of the beneficial ownership of Mr. Perelman, MacAndrews & Forbes, M&F LLC and M&F Group, that there is a total of 43,342,990 shares of Class A Common Stock outstanding, which is the sum of (i) 12,013,051 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) 716,921 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 7,518,797 shares of Class A Common Stock issuable to M&F Group pursuant to the 2018 Letter Agreement, in each case, as of August 10, 2018).

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. 9 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.

## Joint Filing Agreement

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement on August 10, 2018 with respect to the joint filing of this Schedule 13D and any amendment or amendments thereto (the "Joint Filing Agreement"). The Joint Filing Agreement is attached hereto as Exhibit 1 and incorporated herein by reference.

#### Item 7. Material to be Filed as Exhibits

Exhibit 1: Joint Filing Agreement, dated August 10, 2018, between MacAndrews & Forbes Incorporated, MacAndrews & Forbes LLC, MacAndrews & Forbes Group LLC, MFV Holdings One LLC, M&F TTP Holdings LLC and M&F TTP Holdings Two LLC.

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## **SCHEDULE 13D**

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## **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: August 14, 2018

## **MacAndrews & Forbes Incorporated**

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Secretary

## **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

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D and any amendments thereto relating to shares of the Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), of vTv Therapeutics Inc., a company incorporated under the laws of Delaware. This Joint Filing Agreement shall be included as an Exhibit to such joint filing, and may be executed in any number of counterparts all of which together shall constitute one and the same instrument.

In evidence thereof, each of the undersigned, being duly authorized, hereby execute this Joint Filing Agreement.

Date: August 14, 2018

## **MacAndrews & Forbes Incorporated**

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Secretary

#### **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