

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): **April 29, 2019**

vTv Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37524
(Commission File No.)

47-3916571
(IRS Employer
Identification No.)

4170 Mendenhall Oaks Pkwy
High Point, NC 27265
(Address of principal executive offices)

(336) 841-0300
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On May 1, 2019, vTv Therapeutics Inc. issued a press release to announce its financial results for the fiscal quarter ended March 31, 2019. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

The information in this report (including Exhibit 99.1) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 29, 2019, vTv Therapeutics Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). The matters voted on at the Annual Meeting and the votes cast with respect to each such matter are set forth below:

- (1) The Company’s stockholders elected the nominees listed below to the Company’s Board of Directors, each to serve for a term to expire at the Company’s 2020 annual meeting of stockholders or until their successors are duly elected and qualified based on the following results of the voting:

| Director Nominee | For | Against | Withheld | Broker Non-Votes |
|--------------------|------------|---------|----------|------------------|
| Jeffrey B. Kindler | 40,192,519 | — | 123,243 | 4,713,852 |
| Steven M. Cohen | 40,187,751 | — | 128,011 | 4,713,852 |
| John A. Fry | 40,254,188 | — | 61,574 | 4,713,852 |
| Paul G. Savas | 40,195,500 | — | 120,262 | 4,713,852 |
| Noel J. Spiegel | 40,254,153 | — | 61,609 | 4,713,852 |
| Howard L. Weiner | 40,262,559 | — | 53,203 | 4,713,852 |

- (2) The appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified based on the following results of the voting:

| For | Against | Abstain |
|------------|---------|---------|
| 44,734,009 | 203,119 | 92,486 |

Item 9.01 Financial Statements and Exhibits

- (d) Exhibits

| Exhibit No. | Description |
|-------------|---------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press Release dated May 1, 2019, announcing financial results for the fiscal quarter ended March 31, 2019 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

VTV THERAPEUTICS INC.

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

Dated: May 1, 2019



vTv Therapeutics Announces 2019 First Quarter Financial Results and Update

HIGH POINT, N.C. – (BUSINESS WIRE) – May 1, 2019 – [vTv Therapeutics Inc.](#) (Nasdaq:VTVT) today reported financial results for the first quarter that ended March 31, 2019, and provided an update on recent achievements and upcoming events.

“We continue to make significant progress with our operational plans and look forward to announcing in the second quarter results from part 1 of our phase 2 Simplici-T₁ trial in patients with type 1 diabetes, and the initiation of a phase 2 clinical trial of *azeliragon* in patients with mild-Alzheimer’s disease (AD) and type 2 diabetes,” said Steve Holcombe, chief executive officer, vTv Therapeutics.

Recent Achievements and Outlook

- **Simplici-T₁ Study enrolling patients with type 1 diabetes.** We completed enrollment of part 1 of the phase 2 Simplici-T₁ Study, a 12-week study to evaluate TTP399 as an add-on to insulin therapy for patients with type 1 diabetes, and expect to report results in June 2019. We also began screening patients in the part 2 confirmatory phase 2 and expect to report results for that portion of the study in the latter part of the first quarter of 2020. In the previous AGATA Study, a phase 2 study in type 2 diabetes patients, TTP399 demonstrated statistically significant reductions in HbA1c levels. Importantly, TTP399 has been well tolerated in all clinical studies to date with negligible incidences of hypoglycemia and hyperlipidemia and no occurrences of ketoacidosis.
 - **Screening for Phase 2 clinical trial of azeliragon expected to begin in June 2019.** We are performing start-up activities for a clinical trial to evaluate azeliragon as a potential treatment of mild-AD in patients with type 2 diabetes that consists of sequential phase 2 and phase 3 studies operationally conducted under a single clinical trial protocol. The phase 2 study is designed to enroll approximately 100 patients to evaluate the impact of six months of treatment with azeliragon on cognitive performance as measured by the change from baseline in the Alzheimer’s Disease Assessment Scale – Cognitive Subscale (“ADAS-COG₁₄”). We expect to begin screening patients in June 2019 for the phase 2 clinical trial and to report top-line results from the phase 2 study by the end of the fourth quarter of 2020. The phase 3 study is designed to enroll approximately 200 patients to evaluate the efficacy of 18 months of treatment with azeliragon on cognition and global function as measured by the change from baseline in the ADAS-COG₁₄ and Clinical Dementia Rating Scale Sum of Boxes. The design of the phase 3 study may be adapted based on the results of the phase 2 study.
 - **Publication of paper discussing the discovery and development of TTP399.** In the first quarter, we announced the publication of a paper in *Science Translational Medicine* showcasing the discovery and development of TTP399. The paper reviewed the scientific rationale underpinning the development of TTP399 and detailed its progression from preclinical to clinical development.
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First Quarter 2019 Financial Results

- **Cash Position:** Cash and cash equivalents as of March 31, 2019, were \$5.0 million compared to \$1.7 million as of December 31, 2018.
 - **R&D Expenses:** Research and development expenses were \$2.8 million in each of the first quarter of 2019 and the fourth quarter of 2018.
 - **G&A Expenses:** General and administrative expenses were \$2.4 million and \$2.1 million in the first quarter of 2019 and the fourth quarter of 2018, respectively.
 - **Net Loss Before Non-Controlling Interest:** Net loss before non-controlling interest was \$4.0 million for the first quarter of 2019 compared to net loss before non-controlling interest of \$2.3 million for the fourth quarter of 2018.
 - **Net Loss Per Share:** GAAP net loss per share was \$0.26 and \$0.10 for the three months ended March 31, 2019 and December 31, 2018, respectively, based on weighted-average shares of 22.9 million and 17.6 million for the three month periods ended March 31, 2019 and December 31, 2018, respectively. Adjusted pro forma net loss per fully exchanged share was \$0.09 and \$0.06 for the three months ended March 31, 2019 and December 31, 2018, respectively, based on adjusted pro forma exchanged weighted-average shares of 46.0 million and 40.7 million for the three months ended March 31, 2019 and December 31, 2018, respectively.
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vTv Therapeutics Inc.
Condensed Consolidated Balance Sheets
(in thousands)

| | March 31, 2019 (Unaudited) | December 31, 2018 |
|----------------------------------------------------------------------------------------|----------------------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 4,959 | \$ 1,683 |
| Prepaid expenses and other current assets | 419 | 666 |
| Current deposits | 34 | 1,124 |
| Total current assets | 5,412 | 3,473 |
| Restricted cash and cash equivalents, long-term | 2,500 | 2,500 |
| Property and equipment, net | 62 | 70 |
| Operating lease right-of-use assets | 246 | — |
| Long-term investments | 2,480 | 2,480 |
| Long-term deposits | 36 | 36 |
| Total assets | \$ 10,736 | \$ 8,559 |
| Liabilities, Redeemable Noncontrolling Interest and Stockholders' Deficit | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | \$ 6,244 | \$ 7,702 |
| Operating lease liabilities | 259 | — |
| Current portion of deferred revenue | 839 | 1,752 |
| Current portion of notes payable | 9,167 | 9,383 |
| Total current liabilities | 16,509 | 18,837 |
| Notes payable, net of current portion | 4,014 | 6,330 |
| Deferred revenue, net of current portion | 1,067 | 1,067 |
| Warrant liability, related party | 1,515 | 2,436 |
| Other liabilities | 260 | 260 |
| Total liabilities | 23,365 | 28,930 |
| Commitments and contingencies | | |
| Redeemable noncontrolling interest | 45,106 | 62,482 |
| Stockholders' deficit: | | |
| Class A Common Stock | 273 | 203 |
| Class B Common Stock | 232 | 232 |
| Additional paid-in capital | 162,249 | 150,595 |
| Accumulated deficit | (220,489) | (233,883) |
| Total stockholders' deficit attributable to vTv Therapeutics Inc. | (57,735) | (82,853) |
| Total liabilities, redeemable noncontrolling interest and stockholders' deficit | \$ 10,736 | \$ 8,559 |

vTv Therapeutics Inc.
Condensed Consolidated Statements of Operations - Unaudited
(in thousands, except per share data)

| | Three Months Ended | |
|---------------------------------------------------------------------------------------------|--------------------|-------------------|
| | March 31, 2019 | December 31, 2018 |
| Revenue | \$ 921 | \$ 4,522 |
| Operating expenses: | | |
| Research and development | 2,822 | 2,800 |
| General and administrative | 2,386 | 2,073 |
| Total operating expenses | 5,208 | 4,873 |
| Operating loss | (4,287) | (351) |
| Interest income | 10 | 14 |
| Interest expense | (626) | (743) |
| Other income (expense), net | 921 | (1,248) |
| Loss before income taxes and noncontrolling interest | (3,982) | (2,328) |
| Income tax provision | — | — |
| Net loss before noncontrolling interest | (3,982) | (2,328) |
| Less: net loss attributable to noncontrolling interest | (1,827) | (1,237) |
| Net loss attributable to vTv Therapeutics Inc. | \$ (2,155) | \$ (1,091) |
| Net loss attributable to vTv Therapeutics Inc. common shareholders | \$ (5,883) | \$ (1,830) |
| Net loss per share of vTv Therapeutics Inc. Class A Common Stock, basic and diluted | \$ (0.26) | \$ (0.10) |
| Weighted-average number of vTv Therapeutics Inc. Class A Common Stock, basic and diluted | 22,862,907 | 17,635,159 |

vTv Therapeutics Inc.
Condensed Consolidated Statements of Operations - Unaudited
(in thousands, except per share data)

| | Three Months Ended March 31, | |
|------------------------------------------------------------------------------------------|------------------------------|------------|
| | 2019 | 2018 |
| Revenue | \$ 921 | \$ 2,064 |
| Operating expenses: | | |
| Research and development | 2,822 | 8,943 |
| General and administrative | 2,386 | 2,255 |
| Total operating expenses | 5,208 | 11,198 |
| Operating loss | (4,287) | (9,134) |
| Interest income | 10 | 18 |
| Interest expense | (626) | (855) |
| Other income (expense), net | 921 | 11 |
| Loss before income taxes and noncontrolling interest | (3,982) | (9,960) |
| Income tax provision | — | — |
| Net loss before noncontrolling interest | (3,982) | (9,960) |
| Less: net loss attributable to noncontrolling interest | (1,827) | (7,008) |
| Net loss attributable to vTv Therapeutics Inc. | \$ (2,155) | \$ (2,952) |
| Net loss attributable to vTv Therapeutics Inc. common shareholders | \$ (5,883) | \$ (2,952) |
| Net loss per share of vTv Therapeutics Inc. Class A Common Stock, basic and diluted | \$ (0.26) | \$ (0.30) |
| Weighted-average number of vTv Therapeutics Inc. Class A Common Stock, basic and diluted | 22,862,907 | 9,699,721 |

About vTv Therapeutics

vTv Therapeutics Inc. is a clinical-stage biopharmaceutical company engaged in the discovery and development of orally administered small molecule drug candidates to fill significant unmet medical needs. vTv has a pipeline of clinical drug candidates led by programs for the treatment of Alzheimer's disease, diabetes, and inflammatory disorders.

Forward-Looking Statements

This release contains forward-looking statements, which involve risks and uncertainties. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would" and, in each case, their negative or other various or comparable terminology. All statements other than statements of historical facts contained in this release, including statements regarding the timing of our clinical trials, our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected market growth are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause our results to vary from expectations include those described under the heading "Risk Factors" in our Annual Report on Form 10-K and our other filings with the SEC. These forward-looking statements reflect our views with respect to future events as of the date of this release and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the date of this release and, except as required by law, we undertake no

obligation to update or review publicly any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this release. We anticipate that subsequent events and developments will cause our views to change. Our forward-looking statements do not reflect the potential impact of any future acquisitions, merger, dispositions, joint ventures or investments we may undertake. We qualify all of our forward-looking statements by these cautionary statements.

Non-GAAP Financial Measures

To supplement our consolidated financial statements, which are prepared and presented in accordance with generally accepted accounting principles in the U.S. ("GAAP"), we use adjusted pro forma earnings per fully exchanged share, which is a non-GAAP financial measure. Adjusted pro forma earnings per fully exchanged share is defined as net loss attributable to vTv Therapeutics Inc. common shareholders including the loss attributable to the non-controlling interest and assuming the exchange of all the Class B common stock of vTv Therapeutics Inc. and an equal number of non-voting common units of vTv Therapeutics LLC ("vTv Units") for shares of Class A common stock of vTv Therapeutics Inc. Additionally, we have adjusted this metric for the non-cash deemed distributions that were made in connection with our letter agreements with MacAndrews & Forbes Group LLC. We believe that this measure provides useful information to investors as it eliminates the variability of non-controlling interest resulting from the exchanges of Class B common stock and vTv Units into Class A common stock and excludes the impact of the non-cash deemed distribution. This measure is not intended to be considered in isolation or as a substitute for, or superior to, financial measures prepared and presented in accordance with GAAP.

The following is a reconciliation of adjusted pro forma earnings per fully exchanged share, basic and diluted to its most directly comparable GAAP measure, net loss attributable to vTv Therapeutics Inc. common shareholders, basic and diluted and the computation of the components of this non-GAAP measure:

| | Three Months Ended | |
|--------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------|
| | March 31, 2019 | December 31, 2018 |
| Numerator: | | |
| Net loss attributable to vTv Therapeutics Inc. common shareholders | \$ (5,883) | \$ (1,830) |
| Deemed distribution to related party | 3,728 | 739 |
| Reallocation of net income attributable to non-controlling interest from the assumed exchange of Class B shares ⁽¹⁾ | (1,827) | (1,237) |
| Net loss before noncontrolling interest | <u>\$ (3,982)</u> | <u>\$ (2,328)</u> |
| Denominator: | | |
| Weighted-average number of vTv Therapeutics Inc. Class A Common Stock, basic and diluted | 22,862,907 | 17,635,159 |
| Assumed exchange of Class B Common Stock ⁽¹⁾ | <u>23,094,221</u> | <u>23,094,221</u> |
| Adjusted pro forma fully exchanged weighted-average shares of Class A common stock outstanding, basic and diluted | <u>45,957,128</u> | <u>40,729,380</u> |
| Adjusted pro forma earnings per fully exchanged share, basic and diluted | <u>\$ (0.09)</u> | <u>\$ (0.06)</u> |

| | Three Months Ended March 31, | |
|--------------------------------------------------------------------------------------------------------------------------------|------------------------------|-------------------|
| | 2019 | 2018 |
| Numerator: | | |
| Net loss attributable to vTv Therapeutics Inc. common shareholders | \$ (5,883) | \$ (2,952) |
| Deemed distribution to related party | 3,728 | — |
| Reallocation of net income attributable to non-controlling interest from the assumed exchange of Class B shares ⁽¹⁾ | (1,827) | (7,008) |
| Net loss before noncontrolling interest | <u>\$ (3,982)</u> | <u>\$ (9,960)</u> |
| Denominator: | | |
| Weighted-average number of vTv Therapeutics Inc. Class A Common Stock, basic and diluted | 22,862,907 | 9,699,721 |
| Assumed exchange of Class B Common Stock ⁽¹⁾ | <u>23,094,221</u> | <u>23,115,631</u> |
| Adjusted pro forma fully exchanged weighted-average shares of Class A common stock outstanding, basic and diluted | <u>45,957,128</u> | <u>32,815,352</u> |
| Adjusted pro forma earnings per fully exchanged share, basic and diluted | <u>\$ (0.09)</u> | <u>\$ (0.30)</u> |

(1) Assumes the exchange of all outstanding Class B common stock, resulting in the elimination of the non-controlling interest and recognition of the net income attributable to non-controlling interests.

Contacts

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