

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

FORM S-8

**REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933**

VTV THERAPEUTICS INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
 incorporation or organization)

47-3916571

(IRS Employer
 Identification No.)

4170 Mendenhall Oaks Pkwy
High Point, NC 37524

(Address, including zip code, of Registrant's principal executive offices)

vTv Therapeutics Inc. 2015 Omnibus Equity Incentive Plan
 (Full title of the plan)

Stephen L. Holcombe
President and Chief Executive Officer
4170 Mendenhall Oaks Pkwy
High Point, NC 37524
(336) 841-0300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, par value \$0.01 per share	3,250,000 shares ⁽²⁾	\$ 8.30 ⁽³⁾	\$ 26,975,000	\$ 3,135

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions.
- (2) Consists of shares of Class A common stock issuable in respect of awards to be granted under the vTv Therapeutics Inc. 2015 Omnibus Equity Incentive Plan.
- (3) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share was determined based on the average of the high and low prices of vTv Therapeutics Inc.'s Class A common stock reported by the NASDAQ Stock Market LLC as of August 11, 2015.

EXPLANATORY NOTE

vTv Therapeutics Inc. (the "Company") has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), to register the issuance of 3,250,000 shares of its Class A common stock, par value \$0.01 per share, which is referred to as the Class A Common Stock, that are reserved for issuance upon exercise of options granted, or in respect of awards to be granted, under the vTv Therapeutics Inc. 2015 Omnibus Equity Incentive Plan (the "2015 Plan").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the 2015 Plan as specified by Rule 428(b)(1) under the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the "Commission") but constitute, along with the documents incorporated by reference into this Registration Statement, a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Company Information and Employee Plan Annual Information.

The Company will furnish without charge to each person to whom the prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the documents incorporated by reference in Item 3 of Part II of this Registration Statement, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference to the information that is incorporated). Those documents are incorporated by reference in the Section 10(a) prospectus. Requests should be directed to vTv Therapeutics Inc., 4170 Mendenhall Oaks Pkwy, High Point, NC 37524, Attention: Chief Financial Officer, Telephone number (336) 841-0300.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement:

1. The Company's Registration Statement on Form S-1 (Registration No. 333-204951) filed with the Commission on June 15, 2015, and as amended on June 19, 2015, July 1, 2015, July 13, 2015, July 20, 2015, July 23, 2015 and July 24, 2015;
2. The description of the Class A common stock set forth in the Company's Registration Statement on Form 8-A filed pursuant to Section 12 of the Exchange Act on July 30, 2015, and any amendment or report filed for the purpose of updating any such description; and
3. The Company's Current Report on Form 8-K, filed with the Commission on August 4, 2015.

In addition, all reports and documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from the date of the filing of such documents.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise. The Company's amended and restated certificate of incorporation provides for indemnification by the Company of its directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. The Company's amended and restated certificate of incorporation provides for such limitation of liability.

The Company maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and (b) to the Company with respect to payments which may be made by the Company to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

Reference is made to Item 9 for our undertakings with respect to indemnification for liabilities arising under the Securities Act.

We have entered into customary indemnification agreements with our executive officers and directors that provide them, in general, with customary indemnification in connection with their service to us or on our behalf.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

Exhibits

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|-------|--|
| 4.1 | Amended and Restated Certificate of Incorporation of vTv Therapeutics Inc. (incorporated by reference from Exhibit 3.1 to the Company's Form 8-K filed on August 4, 2015). |
| 4.2 | Amended and Restated Bylaws of vTv Therapeutics Inc. (incorporated by reference from Exhibit 3.2 to the Company's Form 8-K filed on August 4, 2015). |
| 5.1* | Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP as to legality of the Class A common stock. |
| 10.1 | vTv Therapeutics Inc. 2015 Omnibus Equity Incentive Plan (incorporated by reference from Exhibit 10.7 to the Company's Form 8-K filed on August 4, 2015). |
| 10.2 | vTv Therapeutics Inc. Form of Nonqualified Option Award Agreement (incorporated by reference from Exhibit 10.8 to the Company's Form 8-K filed on August 4, 2015).23.1* Consent of Ernst & Young LLP, independent registered public accounting firm. |
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| 23.2* | Consent of Ernst & Young LLP, independent registered public accounting firm. |
| 23.3* | Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1 to this Registration Statement). |
| 24.1* | Powers of Attorney (included on signature pages of this Part II). |

* Filed herewith.

Item 9. Undertakings

The Company hereby undertakes:

- (a)(1) To file during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- provided, however, that, paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by us pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are incorporated by reference in the registration statement;*
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.
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- (4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering hereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
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SIGNATURES

Pursuant to the requirements of the Securities Act, vTv Therapeutics Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on August 12, 2015.

VTV THERAPEUTICS INC.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Stephen L. Holcombe, Rudy C. Howard or Paul G. Savas, acting singly, his true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact or any of their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this registration statement and Power of Attorney have been signed on August 12, 2015, by the following persons in the capacities indicated.

Signature

Title

/s/ Stephen L. Holcombe

Stephen L. Holcombe

President and Chief Executive Officer
(Principal Executive Officer)

/s/ Rudy C. Howard

Rudy C. Howard

Chief Financial Officer and Secretary
(Principal Financial Officer and Principal Accounting Officer)

/s/ Jeffrey B. Kindler

Jeffrey B. Kindler

Executive Chairman and Director

/s/ Paul G. Savas

Paul G. Savas

Director

/s/ Steven M. Cohen

Steven M. Cohen

Director

/s/ Paul M. Meister

Paul M. Meister

Director

/s/ Craig C. Parker

Craig C. Parker

Director

/s/ Noel J. Spiegel

Noel J. Spiegel

Director

EXHIBIT INDEX

- 4.1 Amended and Restated Certificate of Incorporation of vTv Therapeutics Inc. (incorporated by reference from Exhibit 3.1 to the Company's Form 8-K filed on August 4, 2015).
- 4.2 Amended and Restated Bylaws of vTv Therapeutics Inc. (incorporated by reference from Exhibit 3.2 to the Company's Form 8-K filed on August 4, 2015).
- 5.1* Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP as to legality of the Class A common stock.
- 10.1 vTv Therapeutics Inc. 2015 Omnibus Equity Incentive Plan (incorporated by reference from Exhibit 10.7 to the Company's Form 8-K filed on August 4, 2015).
- 10.2 vTv Therapeutics Inc. Form of Nonqualified Option Award Agreement (incorporated by reference from Exhibit 10.8 to the Company's Form 8-K filed on August 4, 2015).
- 23.1* Consent of Ernst & Young LLP, independent registered public accounting firm.
- 23.2* Consent of Ernst & Young LLP, independent registered public accounting firm.
- 23.3* Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1 to this Registration Statement).
- 24.1* Powers of Attorney (included on signature pages of this Part II).

* Filed herewith.

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064

212-373-3000

212-757-3990

August 12, 2015

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

vTv Therapeutics Inc. 2015 Omnibus Equity Incentive Plan

Ladies and Gentlemen:

We have acted as special counsel to vTv Therapeutics Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) of the Company, filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Act”), and the rules and regulations thereunder (the “Rules”). You have asked us to furnish our opinion as to the legality of securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of 3,250,000 shares of Class A common stock, par value \$0.01 per share, of the Company (collectively, the “Shares”), issuable in respect of awards to be granted under the vTv Therapeutics Inc. 2015 Omnibus Equity Incentive Plan (the “2015 Plan”).

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. the Registration Statement;
2. the 2015 Plan and the forms of award agreements (collectively, the “Agreements”) relating to awards granted under the 2015 Plan;
3. the Amended and Restated Certificate of Incorporation of the Company, included as Exhibit 4.1 to the Registration Statement; and
4. the Amended and Restated Bylaws of the Company, included as Exhibit 4.2 to the Registration Statement.

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including copies of resolutions of the board of directors of the Company relating to the issuance of the Shares, certified by the Company and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinions expressed below. We have also relied upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and delivered in accordance with the terms of the 2015 Plan and any applicable Agreement under the 2015 Plan, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Paul, Weiss, Rifkind, Wharton & Garrison LLP

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Omnibus Equity Incentive Plan of vTv Therapeutics, Inc. of our report dated May 14, 2015, with respect to the balance sheet of vTv Therapeutics, Inc. included in its Registration Statement (Form S-1 No. 333-204951), as amended, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Raleigh, North Carolina
August 12, 2015

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Omnibus Equity Incentive Plan of vTv Therapeutics, Inc. of our report dated May 14, 2015, with respect to the combined consolidated financial statements of TransTech Pharma, LLC and High Point Pharmaceuticals, LLC included in its Registration Statement (Form S-1 No. 333-204951), as amended, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Raleigh, North Carolina
August 12, 2015
