

VTV THERAPEUTICS INC.  
4170 Mendenhall Oaks Pkwy  
High Point, NC 27265

July 28, 2015

VIA EDGAR

Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Attention: Ronald E. Alper

vTv Therapeutics Inc.  
Registration Statement on  
Form S-1 (File No. 333-204951)

Dear Mr. Alper:

Pursuant to Rule 461 of the Securities Act of 1933, as amended, we hereby request that the effective date of the above-captioned Registration Statement on Form S-1 (the "S-1") relating to the registration of 8,984,375 shares (including 1,171,875 shares to cover over-allotments) of Class A common stock, par value \$0.01 per share, of vTv Therapeutics Inc. (the "Company") be accelerated to July 29, 2015 at 3:00 p.m. E.D.T. or as soon thereafter as may be practicable.

The Company hereby acknowledges that:

- should the Securities and Exchange Commission (the "Commission") or the Staff of the Commission (the "Staff"), acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the Registration Statement;
  - the action of the Commission or the Staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the Company from its full responsibility for the adequacy and accuracy of the disclosure in the Registration Statement; and
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Y the Company may not assert Staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

We understand that the Staff will consider this request as confirmation by the Company of its awareness of its responsibilities under the federal securities laws as they relate to the issuance of the securities covered by the Registration Statement. If you have any questions regarding the foregoing, please contact Lawrence G. Wee of Paul, Weiss, Rifkind, Wharton & Garrison LLP at (212) 373-3052.

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Very truly yours,

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

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Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: vTv Therapeutics Inc.  
Registration Statement on  
Form S-1 (File No. 333-204951)

Dear Ladies and Gentlemen:

In connection with the proposed offering of the securities under the above-captioned Registration Statement on Form S-1 (the "Registration Statement"), we wish to advise you that we, as representatives of the underwriters, hereby join with vTv Therapeutics Inc.'s request that the effective date of the Registration Statement be accelerated so that the same will become effective on July 29, 2015 at 3:00 p.m. E.D.T., or as soon as practicable thereafter.

The following is supplemental information supplied under Rule 418(a)(7) and Rule 460 under the Securities Act of 1933:

- (i) Date of preliminary prospectus: July 20, 2015
- (ii) Dates of distribution: July 20, 2015 – July 29, 2015
- (iii) Number of preliminary prospectuses distributed to prospective underwriters, institutional investors, dealers and others: 655
- (iv) We have complied and will comply, and have been informed by the participating underwriters that they have complied and will comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

Very truly yours,

Piper Jaffray & Co.  
Stifel, Nicolaus & Company, Incorporated

PIPER JAFFRAY & CO.

By: /s/ David W. Stadinski  
Name: David W. Stadinski  
Title: Managing Director

STIFEL, NICOLAUS & COMPANY, INCORPORATED

By: /s/ Keith G. Lister  
Name: Keith G. Lister  
Title: Managing Director

On behalf of each of the Underwriters

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