FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Al-Marzooqi Fahed						2. Issuer Name and Ticker or Trading Symbol VTv Therapeutics Inc. [VTVT]									all applic	able) r	rting Person(s) to Issuer 10% Owner		vner
(Last)	(Fi	rst)	(Middle)				3. Date of Earliest Transaction (Month/Day/Year) 06/25/2024								Officer below)	(give title		Other (s	specify
C/O VTV THERAPEUTICS INC. 3980 PREMIER DRIVE, SUITE 310						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person					
(Street)	(Street) HIGH POINT NC 27265					Form filed by More than One filed Person												J	
(City) (State) (Zip)					Ru	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transa Date (Month/Date)						ar)	A. Deemed Execution Date, f any Month/Day/Year)		Code (In:	Transaction Disposed Code (Instr. 5)		ties Acquired (A) or I Of (D) (Instr. 3, 4 and			5. Amour Securitie Beneficia Owned F Reported	s illy ollowing	Form (D) or	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
									Code	/	Amount	(A) or (D)	Price	rico Tra		ed etion(s) and 4)			(Instr. 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,	4. Transaction Code (Instr. 8)				6. Date Exercisal Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	lly	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable		expiration Date	Title	Amount or Number of Shares						
Director stock option (right to buy)	\$17.22	06/25/2024			A		3,000		06/25/2025 ⁽¹⁾		06/25/2034	Class A Common Stock	3,000		\$17.22	9,555		D	

Explanation of Responses:

1. The options will vest on the one-year anniversary of the date of grant

Remarks:

/s/ Paul J. Sekhri as Attorneyin-Fact

06/27/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.