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

# SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934** (Amendment No. 41)\*

# vTv Therapeutics Inc.

(Name of Issuer)

Class A common stock, par value \$0.01 per share

(Title of Class of Securities)

918385 105

(CUSIP Number)

Frances Townsend Vice Chairman, General Counsel and Chief Administrative Officer **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

#### December 17, 2020

(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-1(f) or 240.13d-1(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).

918385 105							
	NAMES	OF RE	PORTING PERSONS				
1	The ROI	P Revoca	ble Trust dated 1/9/2018				
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP		(a) 🗆		
					(b) 🗆		
3	SEC US	E ONLY					
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)				
<b>-</b>	00						
5	CHECK	X BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT T	TO ITEM 2(D) OR 2(E)			
•	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	New Yo	New York					
7		7	SOLE VOTING POWER 0				
NUMBER OF SI BENEFICIAI OWNED BY E	LLY		SHARED VOTING POWER 61,514,396 (1)				
REPORTING PI WITH	ERSON	9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER				
		10	61,514,396 (1)				
11	<b>AGGRE</b> 61,514,3		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAI S)	RES (SEE			
10	PERCE	NT OF (	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	79.3% (2	2)					
14	ТҮРЕ С	F REPO	ORTING PERSON (SEE INSTRUCTIONS)				
14	00						

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- The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 36,606,212 shares of Class A common stock, (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 and (iii) 1,823,917 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"), that are beneficially owned by the "Reporting Person" (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. The number of shares reported above includes 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.
- (2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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 and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, in each case, as of December 17, 2020.

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	NAMES	OF RE	PORTING PERSONS						
1	MacAnd	rews & 1	Forbes Incorporated						
2	СНЕСК	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)					
3	SEC US	E ONLY	Υ						
4	SOURC OO	E OF F	UNDS (SEE INSTRUCTIONS)						
5	СНЕСК	IECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)							
6	<b>CITIZE</b> Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9	SOLE VOTING POWER  0  SHARED VOTING POWER  60,808,962 (1)  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER		_				
11	AGGRE		60,808,962 (1)  AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	60,808,962 (1)								
			F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAI	RES (SEE					
13	<b>PERCE</b> 78.4% (2		CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)						

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- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 36,606,212 shares of Class A Common Stock, (ii) 22,378,833 shares of Class A Common Stock issuable upon exchange of 22,378,833 shares of Class B Common Stock and corresponding vTv Units and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of Warrants. 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.
- (2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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 and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, in each case, as of December 17, 2020.

918385 105								
	NAMES	OF RE	PORTING PERSONS					
1	MacAnd	rews & l	Forbes LLC					
2 CHECK THE A		THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) □ (b) □			
3	SEC US	E ONLY	(					
4	SOURC OO	E OF F	UNDS (SEE INSTRUCTIONS)					
5	СНЕСК	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT T	TO ITEM 2(D) OR 2(E)				
6		ITIZENSHIP OR PLACE OF ORGANIZATION elaware						
		7	SOLE VOTING POWER 0					
BENEFICIAI	LLY		SHARED VOTING POWER 26,165,657 (1)					
		9	SOLE DISPOSITIVE POWER 0					
		SHARED DISPOSITIVE POWER 26,165,657 (1)						
11		9 SOLE DISPOSITIVE POWER  10 SHARED DISPOSITIVE POWER  26,165,657 (1)  EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  657 (1)						
			F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAI IS)	RES (SEE				
CITIZENSHIP     Delaware			CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14		F REPO	ORTING PERSON (SEE INSTRUCTIONS)					

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- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 24,341,740 shares of Class A Common Stock and (ii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants.
- (2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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 and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, in each case, as of December 17, 2020

918385 105								
	NAMES	OF RE	PORTING PERSONS					
1	MacAndrews &		Forbes Group LLC					
2		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP		(a) □ (b) □			
3	SEC US	EC USE ONLY						
4	SOURC OO	E OF FU	UNDS (SEE INSTRUCTIONS)					
5	СНЕСК	SOLE VOTING POWER						
6	<b>CITIZE</b> Delawar	TIZENSHIP OR PLACE OF ORGANIZATION elaware						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9		7 8 9 10	SOLE VOTING POWER  0  SHARED VOTING POWER  26,165,657 (1)  SOLE DISPOSITIVE POWER  0  SHARED DISPOSITIVE POWER  26,165,657 (1)					
11	AGGRE 26,165,6		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAR S)	ES (SEE				
13	<b>PERCE</b> 33.7% (2		CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14		F REPO	DRTING PERSON (SEE INSTRUCTIONS)					
<b></b> T	00							

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- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 24,341,740 shares of Class A Common Stock and (ii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants.
- (2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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 and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, in each case, as of December 17, 2020.

918385 105									
	NAMES	OF RE	PORTING PERSONS						
1	MFV Ho								
					_				
2		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ (b) [					
_				(-)					
3	SEC US	E ONLY	7						
3									
_	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)		_				
4	00	00							
5	CHECK	IECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)							
5									
	CITIZE	NSHIP (	OR PLACE OF ORGANIZATION		_				
6		Delaware							
	Delawar		SOLE VOTING BOWER						
		7	SOLE VOTING POWER						
			0						
NUMBER OF S	плрес	8	SHARED VOTING POWER						
BENEFICIA	LLY	0	24,779,499 (1)						
OWNED BY I REPORTING P			SOLE DISPOSITIVE POWER		_				
WITH		9	0						
			SHARED DISPOSITIVE POWER		_				
		<b>10</b>	24,779,499 (1)						
	AGGRE	GATE /	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	24,779,4		ENOUGH BEINE FOR EET OWNED DI ENOUGH ENOUGH ENOUGH						
			ETHE ACORECATE AMOUNT IN DOW (44) EVOLVIDES CERTAIN SWAR	TEC (CEE					
10	INSTRU		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAR (S)	ES (SEE					
12									
	PERCE	NT OF (	CLASS REPRESENTED BY AMOUNT IN ROW (11)		_				
13	32.7% (2		ELICO ILLIANDENTE DI ILLIANO IL INICIO ILI IL INICIO IL INICIO IL INICIO IL INICIO IL INICIO IL INICIO IL						
					_				
14		OF REPO	ORTING PERSON (SEE INSTRUCTIONS)						
14	OO								

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- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above 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.
- The calculation assumes that there is a total of 75,755,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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 December 17, 2020.

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	NAMES	OF DE	DODTING BEDSONS					
1	NAMES OF REPORTING PERSONS							
-	M&F T	TP Holdi	ngs LLC					
2 CHECK THE		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP		a) 🗆			
				(t	b) □			
	SEC US	E ONLA						
3								
4	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)					
4	00							
	CHECK	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT T	O ITEM 2(D) OR 2(E)				
5								
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6	Delaware							
	Delawai	e 						
		7	SOLE VOTING POWER					
		,	0					
		_	SHARED VOTING POWER					
NUMBER OF SE BENEFICIA	LLY EACH ——	8	22,378,833 (1)					
OWNED BY E			SOLE DISPOSITIVE POWER					
WITH		9	9					
		10	SHARED DISPOSITIVE POWER					
		10	22,378,833 (1)					
44	AGGRE	EGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	22,378,833 (1)							
	CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAR	ES (SEE				
12	INSTRU	JCTION	(S)					
	PERCE	NT OF (	CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	29.5% (2	2)						
			ODTING DEDGON (SEE INSTRUCTIONS)					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
	OO							

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- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above 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.
- The calculation assumes that there is a total of 75,755,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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 December 17, 2020.

918385 105									
	NAMES	OF DE	DODTING BEDSONS						
1	NAMES OF REPORTING PERSONS								
•	M&F TTP Holdings Two LLC								
_	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP		(a) 🗆				
2					(b) 🗆				
SEC USE		E ONLY							
3	SEC US	E ONL							
J									
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)						
4	00								
	CHECK	ECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)							
5									
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION						
6	Delawar	e							
			SOLE VOTING POWER						
		7	0						
			SYADED VOTANG DOVED						
NUMBER OF S	HARES	8	SHARED VOTING POWER						
BENEFICIA	LLY	U	22,378,833 (1)						
OWNED BY I			SOLE DISPOSITIVE POWER						
WITH		9	0						
			SHARED DISPOSITIVE POWER						
		10							
			22,378,833 (1)						
44	AGGRE	GATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	22,378,833 (1)								
	CHECK	BOX II	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAR	ES (SEE					
12	INSTRU			•					
14									
	PERCE	NT OF (	CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13			SELIOURE RESERVED DI MINOCINI IN NOVI (II)						
_	29.5% (2	<u>(1)</u>							
1 4	TYPE C	F REPO	ORTING PERSON (SEE INSTRUCTIONS)						
14	00								

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- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above 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.
- The calculation assumes that there is a total of 75,755,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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 December 17, 2020.

CUSIP No. 918385 105			SCHEDULE 13D	Page 9 of 14						
	NAMES OF REPORTING PERSONS									
1	RLX Ho	ldings T	wo LLC							
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)								
3	SEC US	SEC USE ONLY								
4	SOURC OO	OURCE OF FUNDS (SEE INSTRUCTIONS) OO								
5	CHECK	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)								
6		CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware								
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9	SOLE VOTING POWER  0  SHARED VOTING POWER  4,931,903 (1)  SOLE DISPOSITIVE POWER  0							
		10	SHARED DISPOSITIVE POWER 4,931,903 (1)							
11	<b>AGGRE</b> 4,931,90		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
12	CHECK		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAF NS)	RES (SEE						
13	PERCE 6.4% (2)		CLASS REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE OF RE		ORTING PERSON (SEE INSTRUCTIONS)							

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

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The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 (2) 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 and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, in each case, as of December 17, 2020.

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		OF RE	PORTING PERSONS							
1	RLX Holdings Four LLC									
2	СНЕСК	THE A		i) 🗆						
3	SEC US	E ONLY	[							
4	SOURC OO	OURCE OF FUNDS (SEE INSTRUCTIONS)								
5	СНЕСК	HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)								
6		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware								
		7	SOLE VOTING POWER 0							
NUMBER OF SI BENEFICIAL OWNED BY F	LLY	8	SHARED VOTING POWER 4,931,903 (1)							
REPORTING PI		9	SOLE DISPOSITIVE POWER 0							
		SHARED DISPOSITIVE POWER 4,931,903 (1)								
11			AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
12			F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAR IS)	ES (SEE						
13	AGGREGATI 4,931,903 (1)  CHECK BOX INSTRUCTIO  PERCENT OF		CLASS REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE C	F REPO	ORTING PERSON (SEE INSTRUCTIONS)							

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

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CUSIP No.

The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 (2) 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 and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, in each case, as of December 17, 2020.

CUSIP No. 918385 105 SCHEDULE 13D

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This Amendment No. 41 ("Amendment No. 41") 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, as further amended by Amendment No. 9 to the statement on Schedule 13D, dated August 1, 2018, as further amended by Amendment No. 10 to the statement on Schedule 13D, dated August 14, 2018, as further amended by Amendment No. 11 to the statement on Schedule 13D, dated September 10, 2018, as further amended by Amendment No. 12 to the statement on Schedule 13D, dated October 1, 2018, as further amended by Amendment No. 13 to the statement on Schedule 13D, dated November 6, 2018, as further amended by Amendment No. 14 to the statement on Schedule 13D, dated November 29, 2018, as further amended by Amendment No. 15 to the statement on Schedule 13D, dated December 12, 2018, as further amended by Amendment No. 16 to the statement on Schedule 13D, dated December 27, 2018, as further amended by Amendment No. 17 to the statement on Schedule 13D, dated January 18, 2019, as further amended by Amendment No. 18 to the statement on Schedule 13D, dated January 30, 2019, as further amended by Amendment No. 19 to the statement on Schedule 13D, dated February 15, 2019, as further amended by Amendment No. 20 to the statement on Schedule 13D, dated February 28, 2019, as further amended by Amendment No. 21 to the statement on Schedule 13D, dated March 19, 2019, as further amended by Amendment No. 22 to the statement on Schedule 13D, dated May 16, 2019, as further amended by Amendment No. 23 to the statement on Schedule 13D, dated June 26, 2019, as further amended by Amendment No. 24 to the statement on Schedule 13D, dated July 9, 2019, as further amended by Amendment No. 25 to the statement on Schedule 13D. dated August 6, 2019, as further amended by Amendment No. 26 to the statement on Schedule 13D, dated September 4, 2019, as further amended by Amendment No. 27 to the statement on Schedule 13D, dated September 11, 2019, as further amended by Amendment No. 28 to the statement on Schedule 13D, dated September 18, 2019, as further amended by Amendment No. 29 to the statement on Schedule 13D, dated September 27, 2019, as further amended by Amendment No. 30 to the statement on Schedule 13D, dated October 24, 2019, as further amended by Amendment No. 31 to the statement on Schedule 13D, dated November 12, 2019, as further amended by Amendment No. 32 to the statement on Schedule 13D, dated November 26, 2019, as further amended by Amendment No. 33 to the statement on Schedule 13D, dated December 18, 2019, as further amended by Amendment No. 34 to the statement on Schedule 13D, dated December 23, 2019, as further amended by Amendment No. 35 to the statement on Schedule 13D, dated January 7, 2020, as further amended by Amendment No. 36 to the statement on Schedule 13D, dated January 28, 2020, as further amended by Amendment No. 37 to the statement on Schedule 13D, dated February 25, 2020, as further amended by Amendment No. 38 to the statement on Schedule 13D, dated May 12, 2020, as further amended by Amendment No. 39 to the statement on Schedule 13D, dated November 24, 2020, and as further amended by Amendment No. 40 to the statement on Schedule 13D, dated December 10, 2020 (as so amended, the "Schedule 13D"), and is being filed with the Securities and Exchange Commission by The ROP Revocable Trust dated 1/9/2018, a New York trust (the "ROP Revocable Trust"), MacAndrews & Forbes Incorporated, a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes LLC, a Delaware limited liability company ("M&F LLC"), MacAndrews & Forbes Group 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 ("M&F TTP"), M&F TTP Holdings Two LLC, a Delaware limited liability company ("M&F TTP Two"), RLX Holdings Two LLC ("RLX Holdings Two"), and RLX Holdings Four LLC ("RLX Holdings Four") (each of the foregoing, a "Reporting Person," and collectively, the "Reporting Persons"), relating to the shares of the Class A common stock, par value \$0.01 per share ("Class A Common 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 December 17, 2020, M&F Group purchased 625,000 shares of Class A Common Stock from the Issuer pursuant to the terms of the previously disclosed letter agreement, dated as of December 23, 2019, between M&F Group and the Issuer. The funds used for the purchase of 625,000 shares of the Class A Common Stock were derived from general working capital. A total of \$1,000,000 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:

CUSIP No. 918385 105

**SCHEDULE 13D** 

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(a) The ROP Revocable Trust directly or indirectly controls MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP, M&F TTP Two, RLX Holdings Two and RLX Holdings Four. 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 and (ii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants:

- 61,514,396 shares of Class A Common Stock are beneficially owned by Mr. Perelman and the ROP Revocable Trust;
- 60,808,962 shares of Class A Common Stock are beneficially owned by 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;
- 26,165,657 shares of Class A Common Stock are beneficially owned by M&F LLC and M&F Group.
- 4,931,903 shares of Class A Common Stock are beneficially owned by RLX Holdings Two; and
- 4,931,903 shares of Class A Common Stock are beneficially owned by RLX Holdings Four.

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, the sole trustee and sole beneficiary of the ROP Revocable Trust and the 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 the ROP Revocable Trust, 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 the ROP Revocable Trust includes 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 their pecuniary interest therein.

The total Class A Common Stock beneficial ownership of (i) Mr. Perelman and the ROP Revocable Trust represents approximately 79.3% of the Class A Common Stock, (ii) MacAndrews & Forbes represents approximately 78.4% of the Class A Common Stock, (iii) MFV represents approximately 32.7% of the Class A Common Stock, (iv) M&F TTP and M&F TTP Two represents approximately 29.5% of the Class A Common Stock, (v) M&F LLC and M&F Group represents approximately 33.7% of the Class A Common Stock, (vi) RLX Holdings Two represents approximately 6.4% of the Class A Common Stock and (vii) RLX Holdings Four represents approximately 6.4% of the Class A Common Stock and (vii) RLX Holdings Four represents approximately 6.4% 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 75,755,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 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, (ii) 23,094,221 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock outstanding, which is the sum of (i) 52,661,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock outstanding and (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, in each case, as of December 17, 2020.

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. 40 to this Schedule 13D.

CUSIP No. SCHEDULE 13D 918385 105

## **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: December 17, 2020

## The ROP Revocable Trust dated 1/9/2018

By: /s/ Ronald O. Perelman

Name: Ronald O. Perelman

Title: Trustee

#### **MacAndrews & Forbes Incorporated**

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Deputy General Counsel and Corporate Secretary

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#### **MacAndrews & Forbes LLC**

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

## **MacAndrews & Forbes Group LLC**

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

## MFV Holdings One LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

## **M&F TTP Holdings LLC**

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

CUSIP No. 918385 105

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# $\pmb{M\&F\ TTP\ Holdings\ Two\ LLC}$

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

## **RLX Holdings Two LLC**

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

# RLX Holdings Four LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary