

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>PERELMAN RONALD O</u> (Last) (First) (Middle) <u>C/O MACANDREWS & FORBES INCORPORATED</u> <u>35 EAST 62ND STREET</u> (Street) <u>NEW YORK NY 10065</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>vTv Therapeutics Inc. [VTVT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Call Option (right to buy)	\$1.6	12/23/2019		J ⁽¹⁾		1		12/23/2019	12/23/2020	Class A common stock	6,250,000	(1)	1 ⁽¹⁾	I	See footnote ⁽²⁾
Common Stock Purchase Warrant	\$1.84	12/23/2019		J ⁽³⁾		1		12/23/2019	12/23/2026	Class A common stock	365,472	(3)	1 ⁽³⁾	I	See footnote ⁽²⁾

Explanation of Responses:

- On December 23, 2019, MacAndrews & Forbes Group LLC ("M&F Group") entered into a letter agreement (the "Letter Agreement"), with vTv Therapeutics Inc. (the "Issuer") for M&F Group's commitment to purchase, at the Issuer's option, exercisable on demand during a one-year period (the "Investment Period"), the Issuer's Class A common stock, par value \$0.01 per share ("Common Stock"), at a per share price of \$1.60. The Letter Agreement also permits M&F Group to exercise an option to purchase Common Stock at the same price up to three times during the Investment Period. The aggregate amount of Common Stock that may be purchased by M&F Group is limited to \$10.0 million.
- The ROP Revocable Trust dated 1/9/2018 (the "ROP Revocable Trust"), of which Mr. Ronald O. Perelman is the sole trustee and sole beneficiary, is the sole stockholder of MacAndrews & Forbes Incorporated ("M&F Inc."), which is the parent of MFV Holdings One LLC ("MFV") and MacAndrews & Forbes LLC ("M&F LLC"), which is the parent of M&F Group. M&F Group and MFV hold the securities described above. Mr. Perelman, the ROP Revocable Trust, M&F Inc., M&F LLC, M&F Group and MFV may be deemed to be directors by deputization of vTv Therapeutics Inc. (the "Issuer") by virtue of their relationship with Steven M. Cohen and Paul G. Savas, directors of the Issuer, and certain rights of M&F TTP Holdings Two LLC, an indirect subsidiary of M&F Inc. ("M&F TTP"), pursuant to the Investor Rights Agreement, dated as of July 29, 2015, between the Issuer and M&F TTP, as successor in interest to vTv Therapeutics Holdings LLC.
- In consideration for the commitment of M&F Group under the Letter Agreement, the Issuer issued M&F Group a warrant (the "Warrant") to purchase 365,472 shares of Common Stock, exercisable at a price of \$1.84, which is 115% of the option price under the Letter Agreement. The Warrant is exercisable until December 23, 2026.

/s/ Ronald O. Perelman 12/23/2019

** 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.