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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2026

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 001-37524

vTv Therapeutics Inc.
(Exact name of registrant as specified in its charter)

Delaware	**47-3916571**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3980 Premier Dr, Suite 110 High Point, NC	**27265**
(Address of principal executive offices)	**(Zip Code)**

(336) 841-0300

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.01 per share	VTVT	NASDAQ Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Class of Stock	**Shares Outstanding as of November 5, 2026**
Class A common stock, par value $0.01 per share	4,011,465
Class B common stock, par value $0.01 per share	92

vTv THERAPEUTICS INC. AND SUBSIDIARIES

INDEX TO FORM 10-Q

FOR THE QUARTER ENDED SEPTEMBER 30, 2026

		PAGE NUMBER
PART I – FINANCIAL INFORMATION		
Item 1.	Condensed Consolidated Balance Sheets as of September 30, 2026 (Unaudited) and December 31, 2025	4
	Unaudited Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2026 and 2025	5
	Unaudited Condensed Consolidated Statement of Changes in Stockholders' Equity for the three and nine months ended September 30, 2026 and 2025	6
	Unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2026 and 2025	8
	Notes to Unaudited Consolidated Financial Statements	9
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	18
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	27
Item 4.	Controls and Procedures	27
PART II – OTHER INFORMATION		
Item 1.	Legal Proceedings	28
Item 1A.	Risk Factors	28
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	28
Item 3.	Defaults Upon Senior Securities	28
Item 4.	Mine Safety Disclosures	28
Item 5.	Other Information	28
Item 6.	Exhibits	29
	Signatures	30

PART I – FINANCIAL INFORMATION

The financial statements and other disclosures contained in this report include those of vTv Therapeutics Inc. ("we", the "Company" or the "Registrant"), which is the registrant, and those of vTv Therapeutics LLC ("vTv LLC"), which is the principal operating subsidiary of the Registrant. Unless the context suggests otherwise, references in this Quarterly Report on Form 10-Q to the "Company", "we", "us" and "our" refer to vTv Therapeutics Inc. and its consolidated subsidiaries.

vTv Therapeutics Inc.

Condensed Consolidated Balance Sheets

(in thousands, except number of shares and per share data)

	September 30, 2026	December 31, 2025
	(Unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 77,164	$ 88,932
Prepaid expenses and other current assets	1,440	961
Total current assets	78,604	89,893
Other assets	3	6
Total assets	$ 78,607	$ 89,899
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 7,024	$ 6,557
Warrant liability, related party	—	84
Total current liabilities	7,024	6,641
Contract liabilities	1,830	18,669
Warrant liability	67	152
Total liabilities	8,921	25,462
Commitments and contingencies		
Stockholders' equity:		
Class A common stock, $0.01 par value; 200,000,000 shares authorized, 4,011,465 and 3,938,654 outstanding as of September 30, 2026 and December 31, 2025, respectively	40	39
Class B common stock, $0.01 par value; 100,000,000 shares authorized, 92 and 241 outstanding as of September 30, 2026 and December 31, 2025, respectively	—	—
Additional paid-in capital	396,878	391,090
Accumulated deficit	(327,232)	(326,692)
Total stockholders' equity	69,686	64,437
Total liabilities and stockholders' equity	$ 78,607	$ 89,899

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

vTv Therapeutics Inc.

Condensed Consolidated Statements of Operations - Unaudited

(in thousands, except number of shares and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Revenue	$ —	$ —	$ 36,839	$ —
Operating expenses:				
Research and development	7,531	7,020	25,279	13,953
General and administrative	4,895	3,679	14,653	10,970
Total operating expenses	12,426	10,699	39,932	24,923
Operating loss	(12,426)	(10,699)	(3,093)	(24,923)
Other income (expense), net	47	(34)	85	(39)
Other income (expense) – related party	25	(6)	84	20
Interest income	734	399	2,384	1,005
Interest expense	—	(5)	—	(5)
Net loss before income taxes and noncontrolling interest	(11,620)	(10,345)	(540)	(23,942)
Income tax provision	—	—	—	—
Net loss before noncontrolling interest	(11,620)	(10,345)	(540)	(23,942)
Less: net loss attributable to noncontrolling interest	—	(1,647)	—	(4,106)
Net loss attributable to vTv Therapeutics Inc.	$ (11,620)	$ (8,698)	$ (540)	$ (19,836)
Net loss attributable to vTv Therapeutics Inc. common shareholders	(11,620)	(8,698)	(540)	(19,836)
Net loss per share of vTv Therapeutics Inc. Class A common stock, basic and diluted	$ (0.94)	$ (1.08)	$ (0.04)	$ (2.80)
Weighted average number of vTv Therapeutics Inc. Class A common stock, basic and diluted	12,423,917	8,055,940	12,414,224	7,080,681

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

vTv Therapeutics Inc.

Condensed Consolidated Statement of Changes in Stockholders' Equity - Unaudited

(in thousands, except number of shares)

For the Three Months Ended September 30, 2026

	Class A Common Stock		Class B Common Stock				
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balances at June 30, 2026	**3,938,803**	**$ 39**	**92**	**$ —**	**$ 394,205**	**$ (315,612)**	**$ 78,632**
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	(11,620)	(11,620)
Share-based compensation	—	—	—	—	1,965	—	1,965
Issuance of common stock upon exercise of stock options	16,428	—	—	—	317	—	317
Issuance of common stock - Pre-Funded Warrants exercised	39,024	1	—	—	—	—	1
Issuance of common stock - Common Warrants exercised	17,210	—	—	—	391	—	391
Conversion of Class B Common Stock to Class A Common Stock	—	—	—	—	—	—	—
Balances at September 30, 2026	**4,011,465**	**$ 40**	**92**	**$ —**	**$ 396,878**	**$ (327,232)**	**$ 69,686**

For the Three Months Ended September 30, 2025

	Class A Common Stock		Class B Common Stock						
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total vTv Therapeutics Inc Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
Balances at June 30, 2025	**2,617,215**	**$ 26**	**577,349**	**$ 6**	**$ 313,586**	**$ (310,856)**	**$ 2,762**	**$ (357)**	**$ 2,405**
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	(8,698)	(8,698)	—	(8,698)
Share-based compensation	—	—	—	—	1,007	—	1,007	—	1,007
Issuance of common shares and equity classified warrants, net of offering costs	682,018	7	—	—	77,469	—	77,476	—	77,476
Issuance of common stock - Pre-Funded Warrants exercised	61,677	—	—	—	—	—	—	—	—
Conversion of Class B common stock to Class A common stock	577,108	6	(577,108)	(6)	—	—	—	—	—
Reclassification of noncontrolling interest to additional paid-in capital	—	—	—	—	(2,004)	—	(2,004)	2,004	—
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(1,647)	(1,647)
Balances at September 30, 2025	**3,938,018**	**$ 39**	**241**	**$ —**	**$ 390,058**	**$ (319,554)**	**$ 70,543**	**$ —**	**$ 70,543**

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

vTv Therapeutics Inc.

Condensed Consolidated Statement of Changes in Stockholders' Equity - Unaudited

(in thousands, except number of shares)

For the Nine Months Ended September 30, 2026

	Class A Common Stock		Class B Common Stock				
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balances at December 31, 2025	**3,938,654**	**$ 39**	**241**	**$ —**	**$ 391,090**	**$ (326,692)**	**$ 64,437**
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	(540)	(540)
Share-based compensation	—	—	—	—	5,080	—	5,080
Issuance of common stock upon exercise of stock options	16,428	—	—	—	317	—	317
Issuance of common stock - Pre-Funded Warrants exercised	39,024	1	—	—	—	—	1
Issuance of common stock - Common Warrants exercised	17,210	—	—	—	391	—	391
Conversion of Class B Common Stock to Class A Common Stock	149	—	(149)	—	—	—	—
Balances at September 30, 2026	**4,011,465**	**$ 40**	**92**	**$ —**	**$ 396,878**	**$ (327,232)**	**$ 69,686**

For the Nine Months Ended September 30, 2025

	Class A Common Stock		Class B Common Stock						
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total vTv Therapeutics Inc Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
Balances at December 31, 2024	**2,612,257**	**$ 26**	**577,349**	**$ 6**	**$ 311,885**	**$ (299,718)**	**$ 12,199**	**$ 2,102**	**$ 14,301**
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	(19,836)	(19,836)	—	(19,836)
Issuance of common stock upon exercise of stock options	700	—	—	—	9	—	9	—	9
Net shares withheld for tax withholding related to the settlement of equity awards	4,258	—	—	—	(51)	—	(51)	—	(51)
Share-based compensation	—	—	—	—	2,750	—	2,750	—	2,750
Issuance of common shares and equity classified warrants, net of offering costs	682,018	7	—	—	77,469	—	77,476	—	77,476
Conversion of Class B common stock to Class A common stock	577,108	6	(577,108)	(6)	—	—	—	—	—
Reclassification of noncontrolling interest to additional paid-in capital	—	—	—	—	(2,004)	—	(2,004)	2,004	—
Issuance of common stock - Pre-Funded Warrants exercised	61,677	—	—	—	—	—	—	—	—
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(4,106)	(4,106)
Balances at September 30, 2025	**3,938,018**	**$ 39**	**241**	**$ —**	**$ 390,058**	**$ (319,554)**	**$ 70,543**	**$ —**	**$ 70,543**

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

vTv Therapeutics Inc.

Condensed Consolidated Statements of Cash Flows - Unaudited

(in thousands)

	Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities:		
Net loss before noncontrolling interest	$ (540)	$ (23,942)
Adjustments to reconcile net loss before noncontrolling interest to net cash used in operating activities:		
Depreciation expense	3	14
Share-based compensation expense	5,080	2,750
Change in fair value of warrants, related party	(84)	(20)
Change in fair value of warrants	(85)	39
Changes in assets and liabilities:		
Prepaid expenses and other current assets	(479)	415
Other assets	—	101
Accounts payable and accrued expenses	467	4,776
Contract liabilities	(16,839)	—
Other liabilities	—	(137)
Net cash used in operating activities	(12,477)	(16,004)
Cash flows from financing activities:		
Proceeds from sale of Class A common stock, Pre-Funded and Common Warrants, net of offering costs	—	77,476
Proceeds from the exercise of stock options	317	9
Proceeds from exercise of Pre-Funded Warrants	1	—
Proceeds from exercise of Common Warrants	391	—
Taxes paid related to net share settlement of equity awards	—	(51)
Proceeds from debt issuance	—	392
Repayment of notes payable	—	(64)
Net cash provided by financing activities	709	77,762
Net (decrease) increase in cash and cash equivalents	(11,768)	61,758
Total cash and cash equivalents, beginning of period	88,932	36,746
Total cash and cash equivalents, end of period	$ 77,164	$ 98,504
Non-cash activities:		
Reclassification of noncontrolling interest to additional paid-in capital	$ —	$ (2,004)

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

vTv Therapeutics Inc.

Notes to Condensed Consolidated Financial Statements – Unaudited

(dollar amounts are in thousands, unless otherwise noted)

Note 1: Description of Business and Basis of Presentation

Description of Business

vTv Therapeutics Inc. (the "Company," the "Registrant," "we" or "us") was incorporated in the state of Delaware in April 2015. The Company is a late-stage biopharmaceutical company focused on developing oral, small molecule drug candidates intended to help treat people living with diabetes and other chronic diseases. The Company's clinical pipeline is led by cadisegliatin, currently in a Phase 3 trial, a potential first-in-class oral liver-selective glucokinase activator being investigated as an adjunctive therapy to insulin for the treatment of type 1 diabetes. The Company and its development partners are investigating multiple molecules across different indications for chronic diseases.

Principles of Consolidation

vTv Therapeutics Inc. is a holding company, and its principal asset is a controlling equity interest in vTv Therapeutics LLC ("vTv LLC"), the Company's principal operating subsidiary.

The Company has determined that vTv LLC is a variable-interest entity ("VIE") for accounting purposes and that vTv Therapeutics Inc. is the primary beneficiary of vTv LLC because (through its managing member interest in vTv LLC and the fact that the senior management of vTv Therapeutics Inc. is also the senior management of vTv LLC) it has the power and benefits to direct all of the activities of vTv LLC, which include those that most significantly impact vTv LLC's economic performance. vTv Therapeutics Inc. has therefore consolidated vTv LLC's results pursuant to Accounting Standards Codification Topic 810, "Consolidation" in its Unaudited Condensed Consolidated Financial Statements. The assets and liabilities of vTv LLC represent substantially all of the Company's consolidated assets and liabilities with the exception of the Warrants and $58.6 million of cash and cash equivalents.

Various holders own non-voting interests in vTv LLC, representing a de minimis amount of economic interest. Effectively, vTv Therapeutics Inc.'s interest is approximately 100.0% of vTv LLC's economic results. vTv Therapeutics Inc. has provided financial and other support to vTv LLC in the form of its purchase of vTv Units with the net proceeds of the Company's various debt and equity transactions in prior years and equity purchase agreements with various parties. vTv Therapeutics Inc. will not be required to provide financial or other support for vTv LLC. However, vTv Therapeutics Inc. will control its business and other activities through its managing member interest in vTv LLC, and its management is the management of vTv LLC. Nevertheless, because vTv Therapeutics Inc. will have no material assets other than its interests in vTv LLC, any financial difficulties at vTv LLC could result in vTv Therapeutics Inc. recognizing a loss.

Liquidity

To date, the Company has not generated any product revenue and has not achieved profitable operations. The continuing development of our drug candidates will require additional financing. From its inception through September 30, 2026, the Company has funded its operations primarily through a combination of private placements of common and preferred equity, research collaboration agreements, upfront and milestone payments for license agreements, debt and equity financings and the completion of its IPO in August 2015. As of September 30, 2026, the Company had an accumulated deficit of $327.2 million and has generated net losses in each year of its existence. As of September 30, 2026, the Company's liquidity sources included cash and cash equivalents of $77.2 million.

On January 30, 2026, the Company entered into a Second Amendment to License Agreement with Newsoara Biopharma Co., Ltd. ("Newsoara") (the "Second Amendment"). Under the Second Amendment, Newsoara's rights in the Company's PDE4 inhibitor, *HPP737*, expanded to include all countries of the world upon Newsoara's payment of the upfront fee of $20.0 million. See Note 3, "Collaboration Agreements," to the Unaudited Condensed Consolidated Financial Statements in this Form 10-Q.

Note 2: Summary of Significant Accounting Policies

Unaudited Interim Financial Information

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The accompanying Condensed Consolidated Balance Sheet as of September 30, 2026, Condensed Consolidated Statements of Operations for the three and nine months ended September 30,

2026 and 2025, Condensed Consolidated Statement of Changes in Stockholders' Equity for the three and nine months ended September 30, 2026 and 2025, and Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2026 and 2025 are unaudited. These unaudited financial statements have been prepared in accordance with the rules and regulations of the United States Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. These financial statements should be read in conjunction with the audited financial statements and the accompanying notes for the year ended December 31, 2025, contained in the Company's Annual Report on Form 10-K. The unaudited interim financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments (consisting of normal recurring adjustments) necessary to state fairly the Company's financial position as of September 30, 2026, the results of operations for the three and nine months ended September 30, 2026 and 2025, and cash flows for the nine months ended September 30, 2026 and 2025. The December 31, 2025 Condensed Consolidated Balance Sheet included herein was derived from the audited financial statements but does not include all disclosures or notes required by GAAP for complete financial statements.

The financial data and other information disclosed in these notes to the financial statements related to the three and nine months ended September 30, 2026 and 2025 are unaudited. Interim results are not necessarily indicative of results for an entire year.

The Company does not have any components of other comprehensive income recorded within its Condensed Consolidated Financial Statements, and, therefore, does not separately present a statement of comprehensive income in its Condensed Consolidated Financial Statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

On an ongoing basis, the Company evaluates its estimates, including those related to the grant date fair value of equity awards, the fair value of warrants to purchase shares of its Class A common stock and the useful lives of property and equipment, among others. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable, the results of which form the basis for making judgments about the carrying value of assets and liabilities.

There has been uncertainty and disruption in the global economy and financial markets due to a number of factors, including geopolitical instability, inflationary pressures, high interest rates, a recessionary environment, domestic and global monetary and fiscal policy, changes in trade policy, including tariffs or other trade restrictions or the threat of such actions, banking and other financial institution instability and other factors. Our business may also be impacted by changes or disruptions at the U.S. Food and Drug Administration ("FDA") and other government agencies. The Company has taken into consideration any known impacts to its accounting estimates to date and is not aware of any additional specific events or circumstances that would require any additional updates to its estimates or judgments or a revision of the carrying value of its assets or liabilities as of the filing date of this Quarterly Report on Form 10-Q.

Significant Accounting Policies

There have been no material changes to the Company's significant accounting policies during the three and nine months ended September 30, 2026, as compared to those disclosed in Note 2 Summary of Significant Accounting Policies included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Recent Accounting Pronouncements Not Yet Adopted

Disaggregation of Income Statement Expenses: In November 2024, the FASB issued ASU No. 2024-03, *"Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses.*" This guidance requires disclosures about significant expense categories, including but not limited to, inventory purchases, employee compensation, depreciation, amortization, and selling expenses. This amendment is effective for our annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. We are currently assessing the impact of this guidance on our disclosures.

Narrow Scope Improvements: In December 2025, the FASB issued ASU No. 2025-11, "*Interim Reporting (Topic 270): Narrow-Scope Improvements*", which clarifies the scope and applicability of Topic 270. ASU 2025-11 improves the

organization of interim disclosure requirements, and establishes a principle requiring disclosure of material events or changes occurring since the most recent annual reporting period. The amendments are effective for interim reporting periods within annual reporting periods beginning after December 15, 2027 with early adoption permitted. The Company is currently evaluating the impact of adopting this guidance but does not expect it to have a material impact on its condensed consolidated financial statements and related disclosures.

Codification Improvements: In December 2025, the FASB issued ASU No. 2025-12, "*Codification Improvements*", which includes amendments to various Topics within the FASB Accounting Standards Codification to clarify existing guidance, correct errors and make other minor improvements. The amendments are effective for annual reporting periods after December 15, 2026 and interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact of adopting this guidance but does not expect it to have a material impact on its condensed consolidated financial statement and related disclosures.

Note 3: Collaboration Agreements

G42 Agreements

The Company and G42 Investments AI Holding RSC Ltd, a private limited company ("G42 Investments"), entered into a Common Stock Purchase Agreement (the "G42 Purchase Agreement"), on May 31, 2022, pursuant to which the Company sold to G42 Investments 259,657 shares of the Company's Class A common stock, for an aggregate purchase price of $25.0 million, which was paid (i) $12.5 million in cash at the closing and (ii) $12.5 million in the form of a promissory note of G42 Investments paid in 2023. G42 Investments agreed to certain transfer restrictions (including restrictions on short sales or similar transactions) and restrictions on further acquisitions of shares. The Company granted G42 Investments certain shelf and piggyback registration rights with respect to those shares, including the ability to conduct an underwritten offering to resell such shares under certain circumstances. The registration rights include customary cooperation, cut-back, expense reimbursement, and indemnification provisions.

Contemporaneously with the G42 Purchase Agreement, in 2022, the Company entered into a collaboration and license agreement (the "Collaboration Agreement") with Cogna Technology Solutions LLC, an affiliate of G42 Investments, with those rights transferring to G42 Healthcare Research Technology Projects LLC ("G42"), an affiliate of G42 Investments. The Collaboration Agreement requires G42 to work with the Company in performing clinical trials for cadisegliatin (TTP399*)* as well as jointly creating a global development plan to develop, market, and commercialize cadisegliatin in certain countries in the Middle East, Africa, and Central Asia (the "Partner Territory"). Under the terms of the Collaboration Agreement, G42 obtained a license under certain intellectual property controlled by the Company to enable it to fulfill its obligations and exercise its rights under the Collaboration Agreement, including to develop and commercialize cadisegliatin in the Partner Territory. Specifically, the Company will share various protocols with G42 related to conducting the clinical trials and will provide the patient dosages and placebo of cadisegliatin needed to conduct the trials. Under the Collaboration Agreement, G42 has the right to develop and commercialize cadisegliatin in the Partner Territory at its own cost. The Company may supply at cost, or G42 may manufacture, cadisegliatin for commercial sale under terms to be agreed upon by the parties at a later date. Separately, the Company will conduct its clinical trials for cadisegliatin outside of the Partner Territory at its own cost. The results of each party's clinical trials may be combined by the Company to seek FDA approval in the United States for cadisegliatin.

The G42 Purchase Agreement also provides for, following the receipt of the cadisegliatin FDA Approval, at the option of G42 Investments, either (a) the issuance of the Company's Class A common stock (the "Milestone Shares") having an aggregate value equal to $30.0 million or (b) the payment by the Company of $30.0 million in cash (the "Milestone Cash Payment"). The issuance of the Milestone Shares or the payment of the Milestone Cash Payment, as applicable, is conditioned upon receipt of the cadisegliatin FDA Approval and subject to certain limitations and conditions set forth in the G42 Purchase Agreement. There can be no assurance that the cadisegliatin FDA Approval will be granted or as to the timing thereof. Once commercialization takes place in the Partner Territory, the Company will receive royalties in the single digits from G42 Healthcare on the net sales of cadisegliatin for a period of at least ten years after the first commercial sale of cadisegliatin in the Partner Territory.

A premium was paid on the Class A common stock by G42 Investments of $18.7 million, net of a note receivable discount of $0.6 million, which was deferred and recorded as a contract liability. This premium was determined to be the transaction price for all remaining obligations under the agreements and accounted for under ASC 808 or ASC 606 based on determination of the unit of account. As of December 31, 2025, $18.7 million was recorded in the Consolidated Balance Sheet.

The Company determined that certain commitments under the agreements are in the scope of ASC 808 as both the Company and G42 are active participants in the clinical trials of cadisegliatin, and both are exposed to significant risks and rewards based on the success of the clinical trials and subsequent FDA approval. G42 is determined to be a vendor of the Company during the clinical trial phase, working on the Company's behalf to complete research and development activities, and not in a customer capacity. The Company accounted for the commitments related to the clinical trials, which includes transfer of trial protocols, supply of clinical trial dosages, and collaboration on the joint development committee as an ASC 808 unit of account, applying the recognition and measurement principles of ASC 606 by analogy. The Company will recognize collaboration revenue for its development activities under ASC 808 over time based on the estimated period of performance.

By applying the principles in ASC 606 by analogy, the Company identified the performance obligation and considered the timing of satisfaction of the obligation to account for the pattern of revenue recognition. In order to recognize collaboration revenue, generally, the Company would begin satisfying its performance obligation and G42 would need to be able to use and benefit from delivery of the assets or services. The performance obligation under the agreements that fall within the ASC 808 unit of account are concentrated in the clinical trials. As of September 30, 2026, the clinical trials had not commenced. Accordingly, no collaboration revenue was recognized for the ASC 808 unit of account during the three and nine months ended September 30, 2026 and 2025. $1.3 million remains deferred and recorded in contract liabilities as of September 30, 2026.

The Company identified certain commitments that are in the scope of ASC 606 as G42's relationship is that of a customer for these commitments. The significant performance obligations that are in the scope of ASC 606 are (1) the development, commercialization and manufacturing license of the intellectual property (IP) once restrictions on the use of the IP have been lifted by the Company and (2) a potential material right to a commercial supply agreement. As a result, the Company recognizes revenue associated with the development, commercialization, and manufacturing license at a point in time upon the release of the IP restrictions.

In March 2026, the Company lifted the contractual restrictions on the use of the IP. Accordingly, the Company determined that control of the license was transferred to G42 at that point in time, and the related performance obligation was satisfied. During the nine months ended September 30, 2026, the Company recognized $16.9 million license revenue associated with the transfer of the IP. No license revenue was recognized during the three months ended September 30, 2026 or the three and nine months ended September 30, 2025.

The Company will recognize revenue from the material right related to G42's ability to purchase the commercial supply at cost as G42 purchases the commercial supply from the Company, which will occur after the completion of the initial clinical trials (if G42 decides to purchase the clinical supply from the Company). No revenue has been recognized related to the commercial supply agreement during the three and nine months ended September 30, 2026 and 2025, as G42 has not exercised its option to purchase commercial supply as of those dates. $0.5 million remains deferred and recorded in contract liabilities as of September 30, 2026.

Newsoara License Agreement

The Company is party to a license agreement with Newsoara Biopharma Co., Ltd., ("Newsoara") (the "Newsoara License Agreement") under which Newsoara obtained an exclusive and sublicensable license to develop and commercialize the Company's phosphodiesterase type 4 inhibitors ("PDE4") program, including the compound *HPP737*, in China, Hong Kong, Macau, Taiwan and other pacific rim countries (collectively, the "Newsoara License Territory"). Additionally, under the Newsoara License Agreement, the Company obtained a non-exclusive, sublicensable, royalty-free license to develop and commercialize certain Newsoara patent rights and know-how related to the Company's PDE4 program for therapeutic uses in humans outside of the Newsoara License Territory. In accordance with ASC 606, the Company identified all of the performance obligations at the inception of the Newsoara License Agreement. The significant obligations were determined to be the license and the technology transfer services. The Company determined that the license and technology transfer services represent a single performance obligation because they were not capable of being distinct on their own. The transaction price was fully allocated to this combined performance obligation and the related revenue was recognized during the year ended December 31, 2018.

The Newsoara License Agreement was amended in 2020 to change certain future milestone payments and patent rights (the "First Newsoara Amendment"). On January 30, 2026, the Company entered into a new Second Amendment with Newsoara. Although the Company had previously entered into an amendment with Newsoara to expand the Newsoara License Agreement, that amendment became null and void in June 2025. Under the new Second Amendment, Newsoara's rights in the Company's PDE4 inhibitor, *HPP737*, expanded to include all countries of the world upon Newsoara's payment of the upfront fee of $20.0 million, which the Company received and recognized as revenue in February 2026. The Second

Amendment also requires Newsoara to pay vTv LLC up to approximately $50.0 million in development milestones, $65.0 million in sales-related milestones and royalties in the mid single digits depending upon sales volumes. As of September 30, 2026, development milestones totaling $3.0 million had been recognized in prior periods by the Company under the Second Amendment.

Note 4: Share-Based Compensation

The Company has issued non-qualified stock option awards to management, other key employees, consultants, and non-employee directors and these options ratably vest over a four-year service period. In addition, we issued options in connection with the private placement on February 27, 2024, that vest ratably over a three-year period. The option awards expire after a term of ten years from the date of grant. As of September 30, 2026, the Company had total unrecognized stock-based compensation expense for its outstanding stock option awards of approximately $12.9 million, which is expected to be recognized over a weighted average period of 2.9 years. The weighted average grant date fair value of options granted during the nine months ended September 30, 2026 and 2025 was $27.86 and $15.00 per option, respectively.

The following table summarizes the activity related to the stock option awards for the nine months ended September 30, 2026:

	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value (in thousands)
Awards outstanding at December 31, 2025	1,017,620	$ 25.18	$ 19,750
Granted	595,719	36.29	—
Exercised	(16,428)	19.33	$ 188
Forfeited or Expired	(44,187)	30.81	$ 302
Awards outstanding at September 30, 2026	1,552,724	$ 29.34	$ 10,994
Options exercisable at September 30, 2026	644,053	$ 28.47	$ 7,034
Weighted average remaining contractual term	6.9 Years		
Options vested and expected to vest at September 30, 2026	1,317,217	$ 28.91	$ 10,281
Weighted average remaining contractual term	7.9 Years		

Compensation expense related to the grants of stock options is included in research and development and general and administrative expense as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Research and development	$ 637	$ 311	$ 1,614	$ 845
General and administrative	1,328	696	3,466	1,905
Total share-based compensation expense	$ 1,965	$ 1,007	$ 5,080	$ 2,750

Note 5: Commitments and Contingencies

Legal Matters

From time to time, the Company is involved in various legal proceedings arising in the normal course of business. If a specific contingent liability is determined to be probable and can be reasonably estimated, the Company accrues and discloses the amount. The Company is not currently a party to any material legal proceedings.

Novo Nordisk

In February 2007, the Company entered into an Agreement (the "Novo License Agreement") Concerning Glucokinase Activator Project with Novo Nordisk A/S ("Novo Nordisk") whereby the Company obtained an exclusive, worldwide, sublicensable license under certain Novo Nordisk intellectual property rights to discover, develop, manufacture, have manufactured, use and commercialize products for the prevention, treatment, control, mitigation or palliation of human or animal diseases or conditions. As part of this license grant, the Company obtained certain worldwide rights to Novo Nordisk's GKA program, including rights to preclinical and clinical compounds such as cadisegliatin. This agreement was amended in May 2019 to create milestone payments applicable to certain specific and non-specific areas of therapeutic use.

Under the terms of the amended Novo License Agreement, the Company has potential developmental and regulatory milestone payment obligations totaling up to $6.0 million for approval of a product for the treatment of type 1 diabetes, $50.5 million for approval of a product for the treatment of type 2 diabetes, or $115.0 million for approval of a product in any other indication. The Company may also be obligated to pay an additional $75.0 million in potential sales-based milestones, as well as royalty payments, at mid-single digit royalty rates, based on tiered sales of commercialized licensed products. As of September 30, 2026, the Company does not have any commercialized licensed products.

Note 6: Stockholders' Equity

Common Stock and Pre-Funded Warrants

In August 2025, the Company entered into a securities purchase agreement with certain Private Placement Investors pursuant to which the Company issued and sold an aggregate of 682,018 shares of Class A common stock at a purchase price of $15.265 per share, Pre-Funded Warrants ("2025 Pre-Funded Warrants") to purchase 4,561,714 shares of Class A common stock at a purchase price of $15.255 per 2025 Pre-Funded Warrant, and accompanying Common Warrants to purchase up to 5,243,732 shares of Class A common stock for aggregate gross proceeds of approximately $80.0 million, before deducting offering costs payable by us. The 2025 Pre-Funded Warrants were immediately exercisable at an exercise price of $0.01 per share. The Common Warrants are exercisable at $22.71 per share and expire upon the earlier of the fifth anniversary of issuance or 90 days following the announcement of positive top-line data from the Company's ongoing CATT1 clinical trial. As of September 30, 2026, 4,544,504 of the 2025 Pre-Funded Warrants and 5,226,522 Common Warrants were still outstanding.

In February 2024, the Company entered into a securities purchase agreement with certain Private Placement Investors pursuant to which the Company issued and sold an aggregate of 464,377 shares of Class A common stock at a purchase price of $11.81 per share and Pre-Funded Warrants ("2024 Pre-Funded Warrants") to purchase 3,853,997 shares of Class A common stock at a purchase price of $11.80 per 2024 Pre-Funded Warrant for aggregate gross proceeds of approximately $51.0 million, before deducting offering costs payable by us. The 2024 Pre-Funded Warrants were immediately exercisable at an exercise price of $0.01 per share and contain customary beneficial ownership limitations. On March 5, 2024, the Company entered into a letter agreement with the Private Placement Investors pursuant to which the investors exchanged an aggregate of 116,493 shares of Class A common stock for 116,590 Pre-Funded Warrants. As of September 30, 2026, 3,887,096 of the 2024 Pre-Funded Warrants were still outstanding.

Equity-Based Stock Warrants

The following table summarizes the equity-based stock warrant activity for the nine months ended September 30, 2026:

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2025	13,714,356	$ 8.69
Granted	—	—
Exercised	(56,234)	6.96
Expired or cancelled	—	—
Outstanding at September 30, 2026*	13,658,122	$ 8.70
Exercisable at September 30, 2026	13,658,122	$ 8.70

* Amount includes 8,431,600 Pre-Funded Warrants and 5,226,522 Common Warrants.

The Pre-Funded and Common Warrants were classified as a component of permanent equity in the Company's Condensed Consolidated Balance Sheet as they are freestanding financial instruments that are immediately exercisable, do not embody an obligation for the Company to repurchase its own shares and permit the holders to receive a fixed number of shares of common stock upon exercise. All of the shares underlying the Pre-Funded Warrants have been included in the weighted-average number of shares of common stock used to calculate net loss per share attributable to common stockholders because the shares may be issued for little or no consideration, are fully vested and are exercisable after the original issuance date of the Pre-Funded Warrants.

ATM Offering

On February 28, 2024, we entered into a sales agreement (the "TD Cowen Sales Agreement") with Cowen and Company, LLC ("TD Cowen"), pursuant to which we may offer and sell, from time to time, through or to TD Cowen, as sales agent or principal, shares of our Class A common stock, having an aggregate offering price of up to $50.0 million (the "TD Cowen ATM Offering"). Pursuant to General Instruction I.B.6 of Form S-3, at no time will we sell securities registered on the registration statement relating to the TD Cowen ATM Offering with an aggregate amount exceeding one-third of our public float in any 12-calendar month period, so long as our public float remains below $75.0 million. Under the terms of the TD Cowen Sales Agreement, we will pay TD Cowen a commission of 3.0% of the aggregate proceeds from the sale of shares and reimburse certain legal fees or other disbursements. On September 17, 2024, the Company sold 179,400 shares of Class A common stock under the TD Cowen ATM Offering for net proceeds of $2.5 million.

During the three and nine months ended September 30, 2026 and 2025, the Company did not sell any shares of Class A common stock under the TD Cowen ATM Offering.

Note 7: Related-Party Transactions

MacAndrews & Forbes Incorporated

On September 19, 2025, MacAndrews converted all 577,108 outstanding shares of their Class B common stock (together with an equal number of vTv LLC units) into Class A common stock. As a result, vTv Therapeutics Inc. owns approximately 100% of vTv LLC, as of September 30, 2025. Further, as of September 30, 2026, MacAndrews directly or indirectly holds 1,490,090 shares of the Company's Class A common stock. As a result, MacAndrews' holdings represent approximately 37.1% of the combined voting power of the Company's outstanding common stock.

The Company has entered into several agreements with MacAndrews or its affiliates as further detailed below:

Exchange Agreement

Pursuant to the terms of the Exchange Agreement, but subject to the Amended and Restated LLC Agreement of vTv Therapeutics LLC, the vTv Units (along with a corresponding number of shares of the Class B common stock) are exchangeable for (i) shares of the Company's Class A common stock on a one-for-one basis or (ii) cash (based on the fair market value of the Company's Class A common stock as determined pursuant to the Exchange Agreement), at the Company's option (as the managing member of vTv Therapeutics LLC), subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. Any decision to require an exchange for cash rather than shares of Class A common stock will ultimately be determined by the entire Board of Directors. On September 19, 2025, MacAndrews exchanged 577,108 shares under the provisions of the Exchange Agreement.

Tax Receivable Agreement

The Company and MacAndrews are party to a tax receivable agreement (the "Tax Receivable Agreement"), which provides for the payment by the Company to M&F TTP Holdings Two LLC ("M&F"), as successor in interest to vTv Therapeutics Holdings, LLC ("vTv Therapeutics Holdings"), and M&F TTP Holdings LLC (or certain of its transferees or other assignees) of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that the Company actually realizes (or, in some circumstances, the Company is deemed to realize) as a result of (a) the exchange of Class B common stock, together with the corresponding number of vTv Units, for shares of the Company's Class A common stock (or for cash), (b) tax benefits related to imputed interest deemed to be paid by the Company as a result of the Tax Receivable Agreement and (c) certain tax benefits attributable to payments under the Tax Receivable Agreement. MacAndrews exchanged 577,108 shares pursuant to the Exchange Agreement (discussed above), and the Company has not recognized any liability, nor has it made any payments pursuant to the Tax Receivable Agreement as of September 30, 2026.

Investor Rights Agreement

The Company is party to an investor rights agreement with M&F, as successor in interest to vTv Therapeutics Holdings (the "Investor Rights Agreement"). The Investor Rights Agreement provides M&F with certain demand, shelf, and piggyback registration rights with respect to its shares of Class A common stock and also provides M&F with certain governance rights, depending on the size of its holdings of Class A common stock. Under the Investor Rights Agreement, M&F was initially entitled to nominate a majority of the members of the Board of Directors and designate the members of the committees of the Board of Directors. The Investor Rights Agreement was amended on February 27, 2024, to alter M&F governance rights that now entitles M&F the right to designate two members of our Board of Directors, and as part of the Private Placement, the Private Placement Investors have rights to designate three members of our Board of Directors, making it more difficult for a third party to acquire control of our Board. The agreement with the Private Placement Investors also provides that five of our directors must approve certain actions including any acquisition by a third party, which makes it more difficult for our Board of Directors to approve such a transaction.

Note 8: Segment Information

Our Chief Operating Decision Maker ("CODM") is our President and Chief Executive Officer, Paul Sekhri. The CODM makes decisions on resource allocation, assesses performance of the business, and monitors budget versus actual results using net loss. Net loss is also a measure that is considered in monitoring budget versus actual results. The measure of the segment assets is reported on the Condensed Consolidated Balance Sheet as total assets.

The Company manages its business activities on a consolidated basis and operates in a single reportable segment. Its operations primarily focus on the research and development of its lead product candidate, cadisegliatin, and it has not yet generated any product revenue. All of the Company's principal operations, assets, and decision-making functions are based in the U.S., and as a result, all of our financial information is derived from domestic sources except for collaboration and license revenue of $36.8 million during the nine months ended September 30, 2026, which was derived from two foreign collaboration partners located in China and the United Arab Emirates.

Significant segment expenses are included in the table below and represent direct and indirect research and development expenses by project for the three and nine months ended September 30, 2026, and 2025 were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Direct research and development expense:				
Cadisegliatin	4,659	3,993	16,654	6,903
Other projects*	27	63	344	312
Indirect research and development expense†	2,845	2,964	8,281	6,738
Total research and development expense	$ 7,531	$ 7,020	$ 25,279	$ 13,953

* *Includes HPP737 and azeliragon*

† *Includes share-based compensation*

Segment revenue is consistent with what is presented in the Company's Condensed Consolidated Statements of Operations. Other segment items consist of (i) operating expenses, which include share-based compensation, (ii) interest and other expense and (iii) income tax expense, all of which are reflected in the Company's Condensed Consolidated Statements of Operations.

Note 9: Income Taxes

The Company is subject to U.S. federal income taxes as well as state taxes. The Company did not record an income tax provision for the three and nine months ended September 30, 2026 and 2025.

Management has evaluated the positive and negative evidence surrounding the realization of its deferred tax assets, including the Company's history of losses, and under the applicable accounting standards determined that it is more-likely-than-not that the deferred tax assets will not be realized. The difference between the effective tax rate of the Company and the U.S. statutory tax rate of 21% on September 30, 2026, is due to the valuation allowance against the Company's expected net operating losses.

As discussed in Note 7, the Company is party to a tax receivable agreement with a related party which provides for the payment by the Company to M&F (or certain of its transferees or other assignees) of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that the Company actually realizes (or, in some circumstances, the Company is deemed to realize) as a result of certain transactions. As no transactions have occurred which would trigger a liability under this agreement, the Company has not recognized any liability related to this agreement as of September 30, 2026.

Note 10: Net Loss per Share

Basic loss per share is computed by dividing net loss attributable to vTv Therapeutics Inc. by the weighted average number of shares of Class A common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially dilutive shares of common stock outstanding during the period.

For dilutive securities, all outstanding stock options, and Common Warrants, are considered potentially outstanding common stock. The dilutive effect, if any, of stock options, and Common Warrants is calculated using the treasury stock method.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share of Class A common stock is as follows (amounts in thousands, except number of shares and per share amounts):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Net loss per share:				
Numerator:				
Net loss	$ (11,620)	$ (10,345)	$ (540)	$ (23,942)
Less: Net loss attributable to noncontrolling interests	—	(1,647)	—	(4,106)
Net loss attributable to common shareholders of vTv Therapeutics Inc.	(11,620)	(8,698)	(540)	(19,836)
Denominator:				
Weighted average vTv Therapeutics Inc. Class A common stock, basic and diluted[1]	12,423,917	8,055,940	12,414,224	7,080,681
Net loss per share of vTv Therapeutics Inc. Class A common stock, basic and diluted	$ (0.94)	$ (1.08)	$ (0.04)	$ (2.80)

(1) The shares underlying the Pre-Funded Warrants to purchase shares of the Company's common stock have been included in the calculation of the weighted average number of shares outstanding, basic and diluted, for the three and nine months ended September 30, 2026 and 2025.

Potentially dilutive securities not included in the calculation of dilutive net loss per share are as follows:

	September 30, 2026	September 30, 2025
Class B common stock [1]	92	241
Common stock options granted under the Plan	1,552,724	1,007,306
Common stock warrants	5,265,658	5,301,405
Total	6,818,474	6,308,952

(1) Shares of Class B common stock do not share in the Company's earnings and are not participating securities. Accordingly, separate presentation of loss per share of Class B common stock under the two-class method has not been provided. Each share of Class B common stock (together with a corresponding vTv Unit) is exchangeable for one share of Class A common stock.

Note 11: Subsequent Events

The Company evaluated subsequent events through November 5, 2026, and determined that there have been no events that have occurred that would require adjustments to our disclosures or the Unaudited Condensed Consolidated Financial Statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward Looking Statements

In addition to historical financial information, this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws regarding, among other things, our intentions, plans, estimates, assumptions, predictions and beliefs. Although we believe that these forward-looking statements are based upon reasonable assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances, our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report under "Part II, Other Information—Item 1A, Risk Factors" and under the heading "Risk Factors" under Item 1A of Part I in our Annual Report on Form 10-K. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies and operations, financing plans, potential growth opportunities, potential market opportunities, potential results of our drug development efforts or trials, and the effects of competition. Forward-looking statements include all statements that are not historical facts and can be identified by terms such as "anticipates," "believes," "could," "seeks," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions and the negatives of those terms. Given the numerous uncertainties and factors to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, you should not place undue reliance on these forward-looking statements and understand that these statements are not guarantees of performance or results. Also, forward-looking statements represent our management's plans, estimates, assumptions and beliefs only as of the date of this report. Except as required by law, we assume no obligation to update these forward-looking statements publicly or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

Company Overview

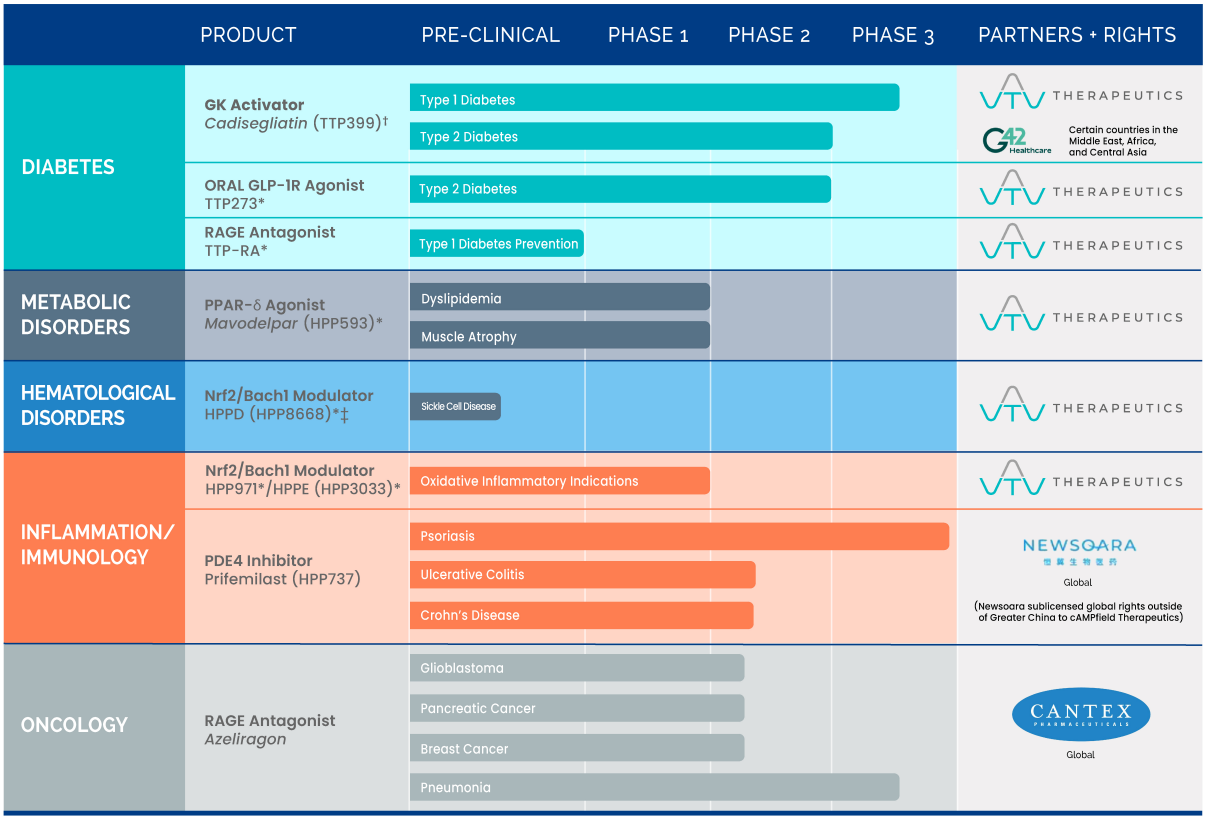
We are a late-stage biopharmaceutical company focused on developing oral, small molecule drug candidates intended to help treat people living with diabetes and other chronic diseases. The Company's clinical pipeline is led by cadisegliatin, a potential first-in-class oral liver-selective glucokinase activator ("GKA"), currently being investigated in a Phase 3 trial as an adjunctive therapy to insulin for the treatment of type 1 diabetes ("T1D"). The Company and its development partners are investigating multiple molecules across different indications for chronic diseases.

Recent Developments

On October 5, 2026, the Company announced the completion of enrollment in its Phase 3 Cadisegliatin as Adjunctive Therapy in Type 1 Diabetes (CATT1) study. A total of 166 patients were randomized in the study and the Company expects to report topline results from the CATT1 study in mid-2027.

On October 27, 2026, the Company announced that the first participant had been randomized in its Phase 2a Hybrid CATT1 pilot study evaluating cadisegliatin in individuals with T1D who use hybrid closed-loop ("HCL") insulin delivery systems. The Phase 2a Hybrid CATT1 trial is a randomized, double-blind, crossover, multicenter study that will evaluate cadisegliatin in T1D participants using hybrid closed-loop insulin delivery systems to inform the design and operational aspects of future Phase 3 research in this population.

The following table summarizes our current clinical development candidates and their respective stages of development:



Pipeline candidates are under investigation, and their safety and efficacy have not been established. There is no guarantee that these products will receive health authority approval or become commercially available for the use(s) being investigated.

*Not currently under clinical investigation
†Cadisegliatin has received Breakthrough Therapy designation from the U.S. Food and Drug Administration (FDA) for the treatment of T1D
‡ HPPD has received Orphan Drug Designation from the U.S. FDA for the treatment of Sickle Cell Disease

Our Type 1 Diabetes Program – Cadisegliatin (TTP399)

Type 1 diabetes ("T1D") is an autoimmune disease in which the body's immune system destroys the insulin-producing beta cells of the pancreas. According to the Centers for Disease Control and Prevention, approximately two million individuals live with T1D in the United States as of 2026. Patients with T1D have difficulty achieving and maintaining glycemic control, defined as HbA1c <7% as recommended by the American Diabetes Association ("ADA"), with approximately 75% of Americans living with T1D not achieving this target. Blood sugar management is a constant balancing act between reducing hyperglycemia while avoiding hypoglycemia. The Updated 2026 Consensus Report by the American Diabetes Association ("ADA") and the European Association for the Study of Diabetes ("EASD") on the Management of Type 1 Diabetes in Adults identifies hypoglycemia as the major limiting factor in the glycemic management of T1D.

Cadisegliatin is a novel, small-molecule, liver-selective glucokinase activator ("GKA") being evaluated as a potential first-in-class oral adjunctive therapy to insulin for the treatment of T1D. Glucokinase is a key regulator of glucose homeostasis that acts as a physiological glucose sensor; liver-selective activation of glucokinase could improve overall blood glucose control and reduce the frequency of hypoglycemic episodes through a mechanism of action distinct from currently marketed oral anti-diabetic drugs. The U.S. Food and Drug Administration ("FDA") granted Breakthrough Therapy designation in 2021 for cadisegliatin as an adjunctive therapy to insulin for the treatment of T1D, supported by the positive results from the Phase 2 SimpliciT-1 study.

In the Phase 2 SimpliciT-1 study, a multi-center, randomized, double-blind, adaptive trial, treatment with cadisegliatin resulted in a statistically significant improvement in HbA1c relative to placebo and a clinically meaningful decrease (40%) in the frequency of severe and symptomatic hypoglycemia. Cadisegliatin demonstrated a favorable safety profile, in which

abnormal levels of serum or urine ketones were detected less frequently in patients taking cadisegliatin than those taking placebo. A Phase 1 mechanistic study further demonstrated no increased risk of ketoacidosis with cadisegliatin during acute insulin withdrawal in patients with T1D. We have completed eleven Phase 1 and three Phase 2 clinical trials of cadisegliatin totaling more than 500 patients with type 1 and type 2 diabetes.

In May of 2023, the FDA issued new draft guidance on "Diabetes Mellitus: Efficacy Endpoints for Clinical Trials Investigating Antidiabetic Drugs and Biological Products" which, for the first time, permitted the use of hypoglycemia as an endpoint to support a label claim. Consistent with this guidance and with input from the FDA, we initiated our CATT1 trial to assess the effect of cadisegliatin on reducing the frequency of Level 2 hypoglycemia (blood glucose levels are less than 54 mg/dL or 3 mmol/L, regardless of symptoms) and Level 3 hypoglycemia ("severe" hypoglycemia e.g., requiring assistance of another person) in a planned 150 patients with type 1 diabetes on a 1:1:1 basis (i.e., 50 patients per study arm) to receive 800 mg cadisegliatin daily, 800 mg cadisegliatin twice daily, or placebo. A key secondary endpoint is reduction in glycated hemoglobin (HbA1c) to assess the potential of cadisegliatin to reduce hyperglycemia. In October 2026, we announced the completion of enrollment in the CATT1 trial, with a total of 166 patients randomized, and we expect to report topline results in mid-2027.

In 2025, the Company completed a food effect study in healthy volunteers that investigated the effect of fasting, low fat, and high fat meals on the absorption of cadisegliatin. The study showed significantly higher cadisegliatin exposure in the fed groups as compared to the fasted group. The results confirm the current recommendation in the CATT1 trial that cadisegliatin be taken with food to maximize its absorption.

During the reporting period, we continued working on the design and execution of supportive trials for cadisegliatin, including a thorough QT study. The Company also continues to work on the design for further registrational studies for cadisegliatin in type 1 diabetes, which we expect to start in 2027.

In December 2025, together with our partner, G42 Healthcare Research Technology Projects LLC, we initiated a double-blind, randomized, controlled Phase 2 trial in the Middle East region in insulin-using patients with type 2 diabetes ("T2D"). The study will randomize 300 patients to assess the potential of cadisegliatin as an adjunct therapy to insulin in patients with T2D, and is now expected to start screening in the second half of 2027.

Holding Company Structure

vTv Therapeutics Inc. is a holding company and its principal asset is a controlling equity interest in vTv Therapeutics LLC ("vTv LLC"), the principal operating subsidiary. We have determined that vTv LLC is a variable-interest entity ("VIE") for accounting purposes and that vTv Therapeutics Inc. is the primary beneficiary of vTv LLC because (through its managing member interest in vTv LLC and the fact that the senior management of vTv Therapeutics Inc. is also the senior management of vTv LLC) it has the power to direct all of the activities of vTv LLC, which include those that most significantly impact vTv LLC's economic performance. vTv Therapeutics Inc. has therefore consolidated vTv LLC's results under the VIE accounting model in its consolidated financial statements.

Financial Overview

Revenue

To date, we have not generated any revenue from drug sales. Our revenue has been primarily derived from milestone payments, up-front proceeds and research fees under collaboration and license agreements.

In the future, we may generate revenue from a combination of product sales, license fees, milestone payments and royalties from the sales of products developed under licenses of our intellectual property. We expect that any revenue we generate will fluctuate from quarter to quarter as a result of the timing and amount of license fees, milestone and other payments, and the amount and timing of payments that we receive upon the sale of our products, to the extent any are successfully commercialized. If we fail to complete the development of our drug candidates in a timely manner or obtain regulatory approval for them, our ability to generate future revenue and our results of operations and financial position will be materially adversely affected.

Research and Development Expenses

Since our inception, we have focused our resources on our research and development activities, including conducting preclinical studies and clinical trials, manufacturing development efforts and activities related to regulatory filings for our drug candidates. We recognize research and development expenses as they are incurred. Our direct research and development expenses consist primarily of external costs such as fees paid to investigators, consultants, central laboratories and clinical research organizations in connection with our clinical trials, and costs related to acquiring and manufacturing clinical trial

materials. Our indirect research and development costs consist primarily of cash and share-based compensation costs, the cost of employee benefits and related overhead expenses for personnel in research and development functions. Since we typically use our employee and infrastructure resources across multiple research and development programs such costs are not allocated to the individual projects.

Our research and development expenses by project for the three and nine months ended September 30, 2026 and 2025 were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Direct research and development expense:				
Cadisegliatin	$ 4,659	$ 3,993	$ 16,654	$ 6,903
Other projects*	27	63	344	312
Indirect research and development expense	2,845	2,964	8,281	6,738
Total research and development expense	$ 7,531	$ 7,020	$ 25,279	$ 13,953

* Includes *HPP737* and *azeliragon*

We plan to continue to incur significant research and development expenses for the foreseeable future as we continue the development of cadisegliatin and further advance the development of our other drug candidates, subject to the availability of additional funding.

The successful development of our clinical and preclinical drug candidates is highly uncertain. At this time, we cannot reasonably estimate the nature, timing or costs of the efforts that will be necessary to complete the remainder of the development of any of our clinical or preclinical drug candidates or the period, if any, in which material net cash inflows from these drug candidates may commence. This is due to the numerous risks and uncertainties associated with the development of our drug candidates, including:

- the scope, rate of progress and expense of our clinical trials as well as any additional, clinical trials and other research and development activities;
- the potential benefits of our candidates over other therapies;
- our ability to market, commercialize and achieve market acceptance for any of our drug candidates that we are developing or may develop in the future;
- future clinical trial results;
- our ability to enroll patients in our clinical trials;
- the timing and receipt of any regulatory approvals;
- our ability to secure sufficient capital and cash resources, including access to available debt and equity financing and revenues from operations, to satisfy all of our short-term and longer-term cash requirements and other cash needs, at the times and in the amounts needed;
- legislation and regulatory actions and changes in laws or regulations; and
- the filing, prosecuting, defending and enforcing of patent claims and other intellectual property rights, and the expense of doing so.

A change in the outcome of any of these variables with respect to the development of a drug candidate could mean a significant change in the costs and timing associated with the development of that drug candidate. For example, if the FDA or another regulatory authority were to require us to conduct clinical trials beyond those that we currently anticipate will be required for the completion of clinical development of a drug candidate, or if we experience significant delays in enrollment in any of our clinical trials, we could be required to expend significant additional financial resources and time with respect to the development of that drug candidate.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries, benefits and related costs for employees in executive, finance, corporate development, human resources and administrative support functions. Other significant general

and administrative expenses include accounting and legal services, expenses associated with obtaining and maintaining patents, cost of various consultants, occupancy costs and information systems.

Interest Income

Interest income represents cash interest income from dividends and interest from our money market accounts, all of which are recognized in our Condensed Consolidated Statement of Operations.

Other Income (Expense), net

Other income (expense), net primarily consists of the recognition of changes in fair value of the warrants to purchase shares of our Class A common stock.

Results of Operations

Comparison of the three months ended September 30, 2026 and 2025

The following table sets forth certain information concerning our results of operations for the periods shown:

(dollars in thousands)	**Three Months Ended September 30,**		
Statement of operations data:	**2026**	**2025**	**Change**
Revenue	$ —	$ —	$ —
Operating expenses:			
Research and development	7,531	7,020	511
General and administrative	4,895	3,679	1,216
Total operating expenses	12,426	10,699	1,727
Operating loss	(12,426)	(10,699)	(1,727)
Interest income	734	399	335
Interest expense	—	(5)	5
Other income (expense), net	72	(40)	112
Net loss before income taxes and noncontrolling interest	(11,620)	(10,345)	(1,275)
Income tax provision	—	—	—
Net loss before noncontrolling interest	(11,620)	(10,345)	(1,275)
Less: net loss attributable to noncontrolling interest	—	(1,647)	1,647
Net loss attributable to vTv Therapeutics Inc.	$ (11,620)	$ (8,698)	$ (2,922)

Revenue

There was no revenue for the three months ended September 30, 2026 and 2025.

Research and Development Expenses

Research and development expenses were $7.5 million and $7.0 million for the three months ended September 30, 2026 and 2025, respectively. The increase in research and development expenses during this period of $0.5 million or 7.3%, was primarily driven by i) an increase in spending on cadisegliatin of $0.7 million due to increases in clinical studies and consulting related costs, partially offset by ii) a decrease in indirect research and development expense and other projects of $0.2 million.

General and Administrative Expenses

General and administrative expenses were $4.9 million and $3.7 million for the three months ended September 30, 2026 and 2025, respectively. The increase in general and administrative expenses during this period of $1.2 million, or 33.1%, was primarily driven by i) increases of $0.6 million in share-based expenses, ii) increases of $0.4 million in other operating costs, and iii) increases of $0.2 million in payroll related costs.

Interest Income

Interest income for the three months ended September 30, 2026 and 2025, of $0.7 million and $0.4 million, respectively, is related to dividend income from our money market accounts.

Other Income (Expense), Net

Other income (expense), net for the three months ended September 30, 2026 and 2025, was immaterial.

Comparison of the nine months ended September 30, 2026 and 2025

The following table sets forth certain information concerning our results of operations for the periods shown:

(dollars in thousands)	**Nine Months Ended September 30,**		
Statement of operations data:	**2026**	**2025**	**Change**
Revenue	$ 36,839	$ —	$ 36,839
Operating expenses:			
Research and development	25,279	13,953	11,326
General and administrative	14,653	10,970	3,683
Total operating expenses	39,932	24,923	15,009
Operating loss	(3,093)	(24,923)	21,830
Interest income	2,384	1,005	1,379
Interest expense	—	(5)	5
Other income (expense), net	169	(19)	188
Net loss before income taxes and noncontrolling interest	(540)	(23,942)	23,402
Income tax provision	—	—	—
Net loss before noncontrolling interest	(540)	(23,942)	23,402
Less: net loss attributable to noncontrolling interest	—	(4,106)	4,106
Net loss attributable to vTv Therapeutics Inc.	$ (540)	$ (19,836)	$ 19,296

Revenue

Revenue of $36.8 million for the nine months ended September 30, 2026 was related to the Newsoara upfront fee received and recognizing the deferred revenue of G42 license agreement due to the transfer of the related IP and satisfaction of the performance obligation. There was no revenue for the nine months ended September 30, 2025.

Research and Development Expenses

Research and development expenses were $25.3 million and $14.0 million for the nine months ended September 30, 2026 and 2025, respectively. The increase in research and development expenses during the period of $11.3 million, or 81.2%, was primarily driven by i) an increase in spending on cadisegliatin of $9.8 million due to increases in clinical studies and consulting related cost and ii) an increase in indirect research and development expense of $1.5 million primarily related to increases in payroll and share-based expenses.

General and Administrative Expenses

General and administrative expenses were $14.7 million and $11.0 million for the nine months ended September 30, 2026 and 2025, respectively. The increase of $3.7 million or 33.6%, was primarily driven by i) increases of $1.6 million in share-based expenses, ii) increases of $1.0 million in other operating costs, iii) increases of $0.7 million in payroll related costs and iv) increases of $0.4 million in legal expenses.

Interest Income

Interest income for the nine months ended September 30, 2026 and 2025, of $2.4 million and $1.0 million respectively, is related to dividend income from our money market accounts.

Other Income (Expense), Net

Other income (expense), net for the nine months ended September 30, 2026 and September 30, 2025, was immaterial.

Liquidity and Capital Resources

Liquidity

As of September 30, 2026, we had an accumulated deficit of $327.2 million. Since our inception, we have experienced a history of negative cash flows from operating activities. We anticipate that we will continue to incur losses and negative cash flow from operations for the foreseeable future as we continue our clinical trials. Further, we expect that we will need additional capital to continue to fund our operations. As of September 30, 2026, we had cash and cash equivalents of $77.2 million.

On January 30, 2026, the Company entered into a Second Amendment to License Agreement with Newsoara Biopharma Co., Ltd. (“Newsoara”) (the “Second Amendment”). Under the Second Amendment, Newsoara's rights in the Company's PDE4 inhibitor, *HPP737*, expanded to include all countries of the world upon Newsoara's payment of the upfront fee of $20.0 million. See Note 3, “Collaboration Agreements,” to the Unaudited Condensed Consolidated Financial Statements.

On August 29, 2025, we entered into a securities purchase agreement (the “Securities Purchase Agreement”) with certain institutional accredited investors (the “Private Placement Investors”), pursuant to which we agreed to issue and sell 5,243,732 units (the “Units”) to the Private Placement Investors in a private placement (the “Private Placement”). Each Unit included (i) either (A) one share (the “Shares”) of our Class A common stock at purchase price of $15.265 per share, (the “Common Stock”), or (B) a Pre-Funded Warrant (the “Pre-Funded Warrants”) to purchase one share of Common Stock (the “Pre-Funded Warrant Shares”) at a purchase price of $15.255 per share (representing per Private Placement Share purchase price less the exercise price of $0.01) and (ii) a warrant (the “Common Warrants”) to purchase one share of Common Stock (the “Warrant Shares”) (or a Pre-Funded Warrant to purchase one share of Common Stock in lieu of a share of Common Stock (the “Replacement Warrants” and, together with the Pre-Funded Warrants and the Common Warrants, the “Warrants”). We received aggregate gross proceeds from the Private Placement of approximately $80.0 million, before deducting offering costs payable by us.

The Pre-Funded Warrants are exercisable for $0.01, at any time after their original issuance and will not expire. The common warrants are exercisable for (x) $22.71, if exercised for a Share, or (y) $22.70 if exercised for a Pre-Funded Warrant, after the original issuance through the termination date. The Common Warrants will expire upon the earlier to occur of (i) the fifth anniversary of the issuance of the Warrants and (ii) 90 days following the announcement of positive top-line data from the Company’s ongoing CATT1 clinical trial.

We are evaluating several financing strategies to increase our cash reserves, including direct equity investments and the potential licensing and monetization of other Company programs. The timing and availability of such additional funding are not yet known and we can provide no assurance that these plans will be successful.

ATM Offering

TD Cowen Sales Agreement

On February 28, 2024, we entered into a sales agreement (the “TD Cowen Sales Agreement”) with Cowen and Company, LLC (“TD Cowen”), pursuant to which we may offer and sell, from time to time, through or to TD Cowen, as sales agent or principal, shares of our Class A common stock, having an aggregate offering price of up to $50.0 million (the “TD Cowen ATM Offering”). Pursuant to General Instruction I.B.6 of Form S-3, at no time will we sell securities registered on the registration statement relating to the TD Cowen ATM Offering with an aggregate amount exceeding one-third of our public float in any 12-calendar month period, so long as our public float remains below $75.0 million. Under the terms of the TD Cowen Sales Agreement, we will pay TD Cowen a commission of 3.0% of the aggregate proceeds from the sale of shares and reimburse certain legal fees or other disbursements. On September 17, 2024, the Company sold 179,400 shares of Class A common stock under the TD Cowen ATM Offering for net proceeds of $2.5 million, leaving $47.5 million available to be sold. The shares are offered and sold pursuant to the Company’s shelf registration statement on Form S-3.

Cash Flows

	Nine Months Ended September 30,	
	2026	2025
(dollars in thousands)		
Net cash used in operating activities	$ (12,477)	$ (16,004)
Net cash provided by financing activities	709	77,762
Net (decrease) increase in cash and cash equivalents	(11,768)	61,758

Operating Activities

For the nine months ended September 30, 2026, our net cash used in operating activities improved by $3.5 million from the nine months ended September 30, 2025. The significant contributor to the change was the $20.0 million received from the Newsoara upfront fee under the Second Amendment, partially offset by working capital changes.

Investing Activities

There were no cash flows from investing activities for the nine months ended September 30, 2026, and 2025.

Financing Activities

For the nine months ended September 30, 2026, our net cash provided by financing activities decreased by $77.1 million from the nine months ended September 30, 2025. The change between periods primarily reflects immaterial cash from financing activities for the nine months ended September 30, 2026, as compared to $80.0 million of cash proceeds received from the Private Placement which occurred during the nine months ended September 30, 2025.

Future Funding Requirements

To date, we have not generated any revenue from drug product sales. We do not know when, or if, we will generate any revenue from drug product sales. We do not expect to generate revenue from drug sales unless and until we obtain regulatory approval of and commercialize any of our drug candidates. At the same time, we expect our expenses to continue or to increase in connection with our ongoing development activities, particularly as we continue the research, development and clinical trials of, and seek regulatory approval for, our drug candidates. In addition, subject to obtaining regulatory approval of any of our drug candidates, we expect to incur significant commercialization expenses for product sales, marketing, manufacturing and distribution. We anticipate that we will need substantial additional funding in connection with our continuing operations.

We plan to finance our operations through the use of our cash and cash equivalents, including cash received from future funding activities. We continue to evaluate financing strategies to fund future clinical trials of cadisegliatin, including direct equity investments and the potential licensing and monetization of other Company programs. The timing of any such transactions is not certain, and we may not be able to complete such transactions on acceptable terms, or at all. Even if we are able to complete such transactions, they may contain restrictions on our operations or cause substantial dilution to our stockholders. We have based our estimates on assumptions that may prove to be wrong, and we may use our available capital resources sooner than we currently expect. Because of the numerous risks and uncertainties associated with the development and commercialization of our drug candidates, we are unable to estimate the amounts of increased capital outlays and operating expenditures necessary to complete the development of our drug candidates. Additionally, although we may sell shares of our Class A common stock pursuant to the TD Cowen ATM Offering, our ability to use this source of capital is dependent on a number of factors, including the prevailing market price of and the volume of trading in the Company's Class A common stock and limitations under federal securities laws.

Our future capital requirements will depend on many factors, including:

- the progress, costs, results and timing of our trials to evaluate cadisegliatin as a potential adjunctive therapy for the treatment of type 1 diabetes;
- the willingness of the FDA to rely upon our completed and planned clinical and preclinical studies and other work, as the basis for review and approval of our drug candidates;
- our ability to maintain control over our costs in line with our budget for our lead product candidate, cadisegliatin;
- the outcome, costs and timing of seeking and obtaining FDA and any other regulatory approvals;
- the number and characteristics of drug candidates that we pursue, including our drug candidates in preclinical development;
- the ability of our drug candidates to progress through clinical development successfully;
- our need to expand our research and development activities;
- the costs associated with securing, establishing and maintaining commercialization capabilities;
- the costs of acquiring, licensing or investing in businesses, products, drug candidates and technologies;

- our ability to maintain, expand and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make, or that we may receive, in connection with the licensing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights;
- our need and ability to hire additional management, scientific, and medical personnel;
- the effect of competing technological and market developments;
- our need to implement additional internal systems and infrastructure, including financial and reporting systems;
- the economic and other terms, timing and success of our existing licensing arrangements and any collaboration, licensing or other arrangements into which we may enter in the future; and
- the amount of any payments we are required to make to M&F TTP Holdings Two LLC in the future under the Tax Receivable Agreement.

Until such time, if ever, as we can generate substantial revenue from drug sales, we expect to finance our cash needs through a combination of equity offerings, debt financings, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements.

To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our common stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants that will further limit or restrict our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may be required to relinquish valuable rights to our technologies, future revenue streams or drug candidates or grant licenses on terms that may not be favorable to us.

Off-Balance Sheet Arrangements

As of September 30, 2026, we did not have outstanding any off-balance sheet arrangements as defined under SEC rules.

Discussion of Critical Accounting Policies and Estimates

For a discussion of our critical accounting policies and estimates, please refer to Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2025. There have been no material changes to our critical accounting policies and estimates in 2026.

Forward-Looking Statements

This quarterly report includes certain forward-looking statements within the meaning of the federal securities laws regarding, among other things, our management’s intentions, plans, beliefs, expectations, or predictions of future events, which are considered forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as “anticipates,” “believes,” “could,” “seeks,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and the negatives of those terms. These statements are based upon assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read this quarterly report, you should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties, and assumptions, including those described under the heading “Risk Factors” under Item 1A of Part I in our Annual Report on Form 10-K and under Item 1A of Part II of this Quarterly Report on Form 10-Q. Although we believe that these forward-looking statements are based upon reasonable assumptions, you should be aware that many factors, including those described under the heading “Risk Factors” under Item 1A of Part I in our Annual Report on Form 10-K and under Item 1A of Part II of this Quarterly Report on Form 10-Q, could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements.

Our forward-looking statements made herein are made only as of the date of this quarterly report. We expressly disclaim any intent, obligation or undertaking to update or revise any forward-looking statements made herein to reflect any change in our expectations with regard thereto or any change in events, conditions, or circumstances on which any such statements are based. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this quarterly report.

Effect of Recent Accounting Pronouncements

See discussion of recent accounting pronouncements in Note 2, "Summary of Significant Accounting Policies", to the Unaudited Condensed Consolidated Financial Statements in this Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We do not currently have any material interest rate exposure.

Market Risk

Our exposure to market risk is limited to our cash and cash equivalents, all of which have maturities of one year or less. The goals of our investment strategy are preservation of capital, fulfillment of liquidity needs and fiduciary control of cash and investments. We also seek to maximize income from our investments without assuming significant risk. To achieve our goals, we maintain cash and cash equivalents with multiple financial institutions that management believes to be of high credit quality.

Foreign Currency Risk

We do not have any material foreign currency exposure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer (our Principal Executive Officer) and Chief Financial Officer (our Principal Financial Officer), management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, or the Exchange Act) as of September 30, 2026. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2026, our disclosure controls and procedures were effective at the reasonable assurance level. The term "disclosure controls and procedures" means controls and other procedures of a company that are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported by management within the time periods specified in the rules and forms promulgated by the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, with the Company have been detected.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or because the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Changes to Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Website Availability of Reports and other Corporate Governance Information

The Company maintains a comprehensive corporate governance program, including Corporate Governance Guidelines for its Board of Directors, Board Guidelines for Assessing Director Independence, and charters for its Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee. The Company maintains a corporate investor relations website, www.vtvtherapeutics.com, where stockholders and other interested persons may review, without charge, among other things, corporate governance materials and certain SEC filings, which are generally available on the same business day as the filing date with the SEC on the SEC's website http://www.sec.gov. The contents of our website are not made a part of this Quarterly Report on Form 10-Q.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors set forth under the heading "Risk Factors" under Item 1A of Part I in our Annual Report on Form 10-K for the year ended December 31, 2025.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the third fiscal quarter ended September 30, 2026, certain Private Placement Investors exercised Pre-Funded Warrants and Common Warrants to purchase an aggregate of 39,024 and 17,210 shares, respectively, of the Company's Class A common stock. Each Pre-Funded Warrant and Common Warrant was issued pursuant to the Securities Purchase Agreement in August 2025 as part of a Unit which included (i) either one share of Class A common stock or one Pre-Funded Warrant and (ii) one Common Warrant. For more information regarding the Securities Purchase Agreement, the Private Placement Investors, the Units, the Pre-Funded Warrants, and the Common Warrants, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Liquidity," which is incorporated herein by reference. All Units were issued and sold to the Private Placement Investors under the Securities Purchase Agreement in a private placement exempt from registration under the Securities Act pursuant to Section 4(a)(2) thereof. Under the Securities Purchase Agreement, we agreed to use the proceeds from the private placement (approximately $80.0 million, before deducting offering costs payable by us) to fund the continued clinical development of our product candidates, including cadisegliatin, and for working capital and other general corporate purposes.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the third fiscal quarter ended September 30, 2026, except as provided below, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

On September 3, 2026, Michael Tung, Executive Vice President and Chief Financial Officer, adopted a written plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) for the potential sale of the Company's Class A common stock. The arrangement ends on December 31, 2027, or earlier if all shares subject to the arrangement are sold and covers the potential sale of up to 36,553 shares of common stock.

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1*	Certification of President and Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 5, 2026

VTV THERAPEUTICS INC.
(Registrant)

By: /s/ Paul J. Sekhri
Paul J. Sekhri
Chairman, President and Chief Executive Officer

By: /s/ Michael Tung
Michael Tung
Executive Vice President and Chief Financial Officer

Exhibit 31.1

SECTION 302 CERTIFICATION

I, Paul J. Sekhri, certify that:

1. I have reviewed this quarterly report on Form 10-Q of vTv Therapeutics Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Securities Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

By: /s/ Paul J. Sekhri

Paul J. Sekhri

Chairman, President and Chief Executive Officer

Exhibit 31.2

SECTION 302 CERTIFICATION

I, Michael Tung, certify that:

1. I have reviewed this quarterly report on Form 10-Q of vTv Therapeutics Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Securities Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

By: /s/ Michael Tung

Michael Tung

Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of vTv Therapeutics Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul J. Sekhri, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in my capacity as an officer of the Company that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

By: /s/ Paul J. Sekhri

Paul J. Sekhri
Chairman, President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of vTv Therapeutics Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Tung, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in my capacity as an officer of the Company that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

By: /s/ Michael Tung
Michael Tung
Executive Vice President and Chief Financial Officer