UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): November 10, 2022

vTv Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

following provisions (see General Instruction A.2. below):

001-37524

(Commission File No.)

47-3916571

(IRS Employer Identification No.)

3980 Premier Drive, Suite 310 High Point, NC 27265

(Address of principal executive offices)

(336) 841-0300

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the

| | Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) | | | | | | | | |
|--|--|-------------------|---|--|--|--|--|--|--|
| | Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) | | | | | | | | |
| | Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) | | | | | | | | |
| | Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)) | | | | | | | | |
| Secur | ities 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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). 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. □

Item 2.02 Results of Operations and Financial Condition

On November 10, 2022, vTv Therapeutics Inc. issued a press release to announce its financial results for the fiscal period ended September 30, 2022. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

The information in this report (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release dated November 10, 2022, announcing financial results for the fiscal quarter ended September 30, 2022 |
| 104 | Cover Page Interactive Data File (embedded within Inline XBRL document) |
| | |
| | |

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, hereunto duly authorized.

VTV THERAPEUTICS INC.

By: /s/ Paul J. Sekhri

Name: Paul J. Sekhri

Title: President and Chief Executive Officer

Dated: November 10, 2022



Exhibit 99.1

vTv Therapeutics Announces 2022 Third Quarter Financial Results and Provides Corporate Update

- Company on-track to initiate Phase 3 clinical trials of TTP399 in the first quarter of 2023
- Industry veteran Paul Sekhri joins the Company as President, Chief Executive Officer, and member of the Board of Directors.
- Agreements with CinRx Pharma and a subsidiary to provide additional capital and access to CinRx's industry and clinical trial expertise to support advancement of TTP399

HIGH POINT, N.C. - November 10, 2022 – vTv Therapeutics Inc. (Nasdaq: VTVT), a clinical stage biopharmaceutical company focused on the development of orally administered treatments for type 1 diabetes (T1D) today reported financial results for the third quarter ended September 30, 2022, and provided an update on recent corporate developments.

"During the third quarter, we continued working diligently toward the commencement of TTP399 Phase 3 clinical trials, which we expect to initiate in 1Q2023," said Paul Sekhri, Chief Executive Officer of vTv. "We intend to submit final protocols to the US Food and Drug Administration (FDA) in the coming weeks, with site-specific startup activities and patient enrollment starting the first quarter of 2023. Through our recently signed partnerships with CinRx and G42, I believe that we are well equipped to further advance the clinical development of TTP399 and move closer to realizing our goal of improving care and quality of life for patients with T1D."

Recent Achievements

- **Leadership.** On July 27, 2022, the Company appointed Paul Sekhri as President, Chief Executive Officer (CEO) effective August 1, 2022, and was confirmed as a member of the board of directors on August 9, 2022. Mr. Sekhri brings nearly 30 years of healthcare industry experience, including serving as President and CEO of several healthcare companies, experience in several senior business development and strategy roles and he has been a director on more than 30 private, public company and non-profit boards.
- **Partnership.** On July 25, 2022, the Company entered into agreements with CinRx Pharma and its subsidiary, CinPax. CinPax agreed to acquire \$10.0 million in vTv Class A common stock at approximately \$2.41 per share with \$6 million paid at closing and the remaining \$4.0 million payable on November 22, 2022. vTv will issue warrants to CinRx to acquire 1.2 million additional shares of Class A common stock at an exercise price of approximately \$0.72 per share that become exercisable upon agreed vesting triggers. In addition, the agreements set forth terms under which vTv will leverage the CinRx team's industry experience to collaborate on the oversight of the clinical trials for pharmaceutical products that contain *TTP399*.

Upcoming Milestones and Events

• **Pivotal Study Planning**. The Company is planning two pivotal, placebo-controlled clinical trials of *TTP399* in subjects with T1D and has engaged with the FDA on the optimal clinical trial designs for these studies. The studies will recruit a total of approximately 1,000 patients and at least one of the studies will be one year of treatment. The FDA and the Company have agreed on the primary endpoint for the studies as the difference between placebo and *TTP399*-treated group in number of hypoglycemic events. These pivotal studies are expected to start in the first quarter of 2023.

Third Quarter 2022 Financial Results

- Cash Position: The Company's cash position as of September 30, 2022, was \$15.3 million compared to \$13.4 million as of December 31, 2021
- **Research & Development (R&D)** Expenses: R&D expenses were \$3.1 million and \$2.4 million in each of the three months ended September 30, 2022, and 2021, respectively. The increase of \$0.7 million is attributable to a decrease in clinical trial costs for *azeliragon*, which was mainly driven by discontinuance of its development as a potential treatment of Alzheimer's disease in patients with type 2 diabetes and a decrease in spending related to a multiple ascending dose study for *HPP737*, due to its completion in 2021, offset by higher spending on *TTP399* due to drug product related costs and trial preparation costs.
- **General & Administrative (G&A) Expenses:** G&A expenses were \$2.6 million and \$2.2 million for each of the three months ended September 30, 2022, and 2021, respectively. The increase was due to higher legal expense and higher other G&A costs offset by lower payroll costs.
- Other (Expense)/Income: Other expense for the three months ended September 30, 2022, was \$0.1 million and was driven by an unrealized gain related to the investment in Reneo as well as the losses related to the change in the fair value of the outstanding warrants to purchase shares of our own stock issued to a related party ("Related Party Warrants"). Other income for the three months ended September 30, 2021, was \$0.2 million and was related to the unrealized loss recognized related to the investment in Reneo as well as gains related to the change in the fair value of the outstanding warrants in our own stock held by a related party.
- **Net Loss**: Net loss attributable to vTv shareholders for the three months ended September 30, 2022, was \$4.3 million or \$0.05 per basic share. Net loss attributable to vTv shareholders for the comparable period a year ago was \$1.1 million or \$0.02 per basic share.

vTv Therapeutics Inc. Condensed Consolidated Balance Sheets (in thousands)

| Current assets: S 15.33 \$ 13.41 Accounts receivable 15.00 5 5 Prepaid expenses and other current assets 1,281 2,04 Current deposits 1,281 1,00 Cotal current dequipment, net 28,783 15,62 Operating lease right-of-use assets 30,85 9,70 Cotal assets 5,05,50 9,70 Cotal assets 6,05 9,17 Cotal assets 5,05,50 9,27 Cotal assets 5,05,50 9,20 Cotal count asset is abilities 2,05 9,20 Courrent portion of operating lease liabilities 7,67 9,25 Cotal current portion of notes payable 1,20 1,20 Cota | | Sej | September 30, 2022 | | December 31, 2021 | |
|--|---|-----|-----------------------|----|----------------------|--|
| Current assets: S 15.33 \$ 13.41 Accounts receivable 15.00 5 5 Prepaid expenses and other current assets 1,281 2,04 Current deposits 1,281 1,00 Cotal current dequipment, net 28,783 15,62 Operating lease right-of-use assets 30,85 9,70 Cotal assets 5,05,50 9,70 Cotal assets 6,05 9,17 Cotal assets 5,05,50 9,27 Cotal assets 5,05,50 9,20 Cotal count asset is abilities 2,05 9,20 Courrent portion of operating lease liabilities 7,67 9,25 Cotal current portion of notes payable 1,20 1,20 Cota | | J) | Jnaudited) | | | |
| Cash and cash equivalents \$ 15,339 \$ 13,41 Accounts receivable 57 5 Promisory note receivable 12,091 — Prepaid expenses and other current assets 1,201 2,04 Current deposits 28,783 15,62 Property and equipment, net 230 27 Operating lease right-of-use assets 335 40 Long-term investments 6175 9,17 Total assets 6175 9,17 Total assets 5 35,50 5 25,47 Current investments 5 35,50 5 25,47 Current portion of contract liabilities 2 6 3 Current portion of operating lease liabilities 2 6 3 Current portion of contract liabilities 2 6 3 Current portion of contract liabilities 3 7 4 Current portion of contract liabilities 3 7 5 Contract liabilities, net of current portion 1 8,69 5 Contract liabilities, net of current portion 1 8,69 1,26 Total liabilities, net of curre | Assets | | | | | |
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| Current deposits 15 10 Dotal current assets 28,783 15,62 Property and equipment, net 27 27 Operating lease right-of-use assets 328 40 Long-term investments 6,175 9,17 Total assets 5,35,516 5,25,47 Edibilities, Redeemable Noncontrolling Interest and Stockholders' Deficit 8,06 8,02 Current labilities 288 6,80 8,02 Current portion of operating lease liabilities 288 18 Current portion of notes payable 5 6,67 8,02 Current portion of notes payable 5 6,67 8,02 Current portion of notes payable 7,67 8,49 Contract liabilities, net of current portion 18,69 -2 Contract liabilities, net of current portion 333 49 Warrant liability, related party 1,02 1,26 Cotal liabilities 21,02 2,40 Cotal liabilities 24,07 2,40 Cotal liabilities 24,07 2,40 </td <td>Promissory note receivable</td> <td></td> <td>12,091</td> <td></td> <td>_</td> | Promissory note receivable | | 12,091 | | _ | |
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| Long-term investments 6,175 9,17 Total assets \$ 35,516 \$ 25,47 Liabilities, Redeemable Noncontrolling Interest and Stockholders' Deficit Use a special part of the protein of corner liabilities Accounts payable and accrued expenses \$ 6,676 \$ 8,02 Current portion of operating lease liabilities 20 3 Current portion of contract liabilities 26 3 Current portion of notes payable 557 255 25 Current liabilities, net of current portion 18,669 4 Contract liabilities, net of current portion 333 49 Warrant liability, related party 1,409 1,26 Total liabilities 2,407 24,96 Stockholders' deficit 24,207 24,96 Stockholders' deficit 815 66 Class A Common Stock 815 66 Class A Common Stock 815 66 Class A Common Stock 815 66 Class B Common Stock 232 23 Promissory note receivable for common stock 4,000 | Property and equipment, net | | 230 | | 278 | |
| Total assets \$ 35,516 \$ 25,47 Liabilities, Redeemable Noncontrolling Interest and Stockholders' Deficit Urrent liabilities Accounts payable and accrued expenses \$ 6,676 \$ 8,02 Current portion of operating lease liabilities 208 18 Current portion of contract liabilities 26 3 Current portion of notes payable 557 25 Cotal current liabilities 7,467 8,49 Cotal current liabilities, net of current portion 18,669 Operating lease liabilities, net of current portion 333 49 Warrant liability, related party 1,409 1,26 Cotal liabilities 27,878 10,25 Commitments and contingencies 24,207 24,96 Stockholders' deficit 815 66 Class A Common Stock 815 66 Class B C | Operating lease right-of-use assets | | 328 | | 402 | |
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| Warrant liability, related party 1,409 1,260 Total liabilities 27,878 10,25 Commitments and contingencies 24,207 24,966 Redeemable noncontrolling interest 24,207 24,966 Stockholders' deficit: 815 666 Class A Common Stock 232 23 Promissory note receivable for common stock (4,000) — Additional paid-in capital 253,446 238,19 Accumulated deficit (267,062) (248,83 Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,744 | Contract liabilities, net of current portion | | 18,669 | | _ | |
| Total liabilities 27,878 10,25. Commitments and contingencies Redeemable noncontrolling interest 24,207 24,96. Stockholders' deficit: Class A Common Stock 815 66. Class B Common Stock 232 23. Promissory note receivable for common stock (4,000) — Additional paid-in capital 253,446 238,19. Accumulated deficit (267,062) (248,834. Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,746. | Operating lease liabilities, net of current portion | | 333 | | 492 | |
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| Redeemable noncontrolling interest 24,207 24,966 Stockholders' deficit: 815 666 Class A Common Stock 232 23 Promissory note receivable for common stock (4,000) — Additional paid-in capital 253,446 238,19 Accumulated deficit (267,062) (248,834 Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,740 | Total liabilities | | 27,878 | | 10,252 | |
| Stockholders' deficit: 815 66 Class A Common Stock 232 23 Class B Common Stock (4,000) — Promissory note receivable for common stock (4,000) — Additional paid-in capital 253,446 238,19 Accumulated deficit (267,062) (248,834 Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,740) | Commitments and contingencies | | | | | |
| Class A Common Stock 815 660 Class B Common Stock 232 23 Promissory note receivable for common stock (4,000) — Additional paid-in capital 253,446 238,19 Accumulated deficit (267,062) (248,834 Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,740) | Redeemable noncontrolling interest | | 24,207 | | 24,962 | |
| Class B Common Stock23223.Promissory note receivable for common stock(4,000)—Additional paid-in capital253,446238,19.Accumulated deficit(267,062)(248,834)Total stockholders' deficit attributable to vTv Therapeutics Inc.(16,569)(9,740) | Stockholders' deficit: | | | | | |
| Promissory note receivable for common stock (4,000) — Additional paid-in capital 253,446 238,190 Accumulated deficit (267,062) (248,834 Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,740) | Class A Common Stock | | 815 | | 669 | |
| Additional paid-in capital 253,446 238,190 Accumulated deficit (267,062) (248,834 Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,740) | Class B Common Stock | | 232 | | 232 | |
| Accumulated deficit (267,062) (248,834) Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,744) | Promissory note receivable for common stock | | (4,000) | | _ | |
| Total stockholders' deficit attributable to vTv Therapeutics Inc. (16,569) (9,740) | Additional paid-in capital | | 253,446 | | 238,193 | |
| | Accumulated deficit | | (267,062) | | (248,834) | |
| | Total stockholders' deficit attributable to vTv Therapeutics Inc. | | (16,569) | | (9,740) | |
| | Total liabilities, redeemable noncontrolling interest and stockholders' deficit | \$ | 35,516 | \$ | 25,474 | |

vTv Therapeutics Inc. Condensed Consolidated Statements of Operations (in thousands, except per share data)

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | | | |
|--|-------------------------------------|-------------|----|------------------------------------|-------------|------------|----|------------|
| | 2022 | | | 2021 | | 2022 | | 2021 |
| | | (Unaudited) | | | (Unaudited) | | |) |
| Revenue | \$ | _ | \$ | 3,000 | \$ | 2,009 | \$ | 3,996 |
| Operating expenses: | | | | | | | | |
| Research and development | | 3,055 | | 2,382 | | 8,393 | | 7,922 |
| General and administrative | | 2,634 | | 2,221 | | 9,813 | | 6,627 |
| Total operating expenses | | 5,689 | | 4,603 | | 18,206 | | 14,549 |
| Operating loss | | (5,689) | | (1,603) | | (16,197) | | (10,553) |
| Interest income | | 150 | | _ | | 200 | | 1 |
| Interest expense | | (8) | | (6) | | (9) | | (6) |
| Other income, net | | 79 | | 244 | | (2,777) | | 2,425 |
| Loss before income taxes | | (5,468) | | (1,365) | | (18,783) | | (8,133) |
| Income tax provision | | _ | | 100 | | 200 | | 115 |
| Net loss before noncontrolling interest | | (5,468) | | (1,465) | | (18,983) | | (8,248) |
| Less: Net loss attributable to noncontrolling interest | | (1,207) | | (378) | | (4,564) | | (2,312) |
| Net loss attributable to vTv Therapeutics Inc. | \$ | (4,261) | \$ | (1,087) | \$ | (14,419) | \$ | (5,936) |
| Net loss attributable to vTv Therapeutics Inc. common shareholders | \$ | (4,261) | \$ | (1,087) | \$ | (14,419) | \$ | (5,936) |
| Net loss per share of vTv Therapeutics Inc. Class A common stock, basic and diluted | \$ | (0.05) | \$ | (0.02) | \$ | (0.20) | \$ | (0.10) |
| Weighted average number of vTv Therapeutics Inc. Class A common stock, basic and diluted | | 80,490,121 | | 61,073,280 | | 72,649,531 | | 58,737,170 |

About vTv Therapeutics

vTv Therapeutics Inc. is a clinical stage biopharmaceutical company focused on developing oral, small molecule drug candidates. vTv has a pipeline of clinical drug candidates led by programs for the treatment of type 1 diabetes. vTv's development partners are pursuing additional indications in type 2 diabetes, chronic obstructive pulmonary disease, renal disease, primary mitochondrial myopathy, and pancreatic cancer.

Forward-Looking Statements

This release contains forward-looking statements, which involve risks and uncertainties. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would" and, in each case, their negative or other various or comparable terminology. All statements other than statements of historical facts contained in this release, including statements regarding the timing of our clinical trials, our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected market growth are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause our results to vary from expectations include those described under the heading "Risk Factors" in our Annual Report on Form 10-K and our other filings with the SEC. These forward-looking statements reflect our views with respect to future events as of the date of this release and are based on assumptions and subject to risks and uncertainties. In addition, we may not be able to successfully complete a successful financing, partnering or licensing transactions with respect to *TTP*399. Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the date of this release and, except as required by law, we undertake no obligation to update or review publicly any forward-looking statements, whether as a result of new information, future events

or otherwise after the date of this release. We anticipate that subsequent events and developments will cause our views to change. Our forward-looking statements do not reflect the potential impact of any future acquisitions, merger, dispositions, joint ventures, or investments we may undertake. We qualify all of our forward-looking statements by these cautionary statements.

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