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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 40)*

vTv Therapeutics Inc.

(Name of Issuer)

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

(Title of Class of Securities)

918385 105

(CUSIP Number)

Frances Townsend Vice Chairman, General Counsel and Chief Administrative Officer **MacAndrews & Forbes Incorporated** 35 East 62nd Street New York, NY 10065 212-572-8600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

Lawrence G. Wee Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019-6064 (212) 373-3000

December 10, 2020

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. \Box

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

918385 105								
1	NAMES	OF RE	PORTING PERSONS					
1	The RO	P Revoca	ble Trust dated 1/9/2018					
	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(i	a) 🗆			
2				(t	b) □			
	SEC US	E ONI V						
3	SEC 03	E ONLI						
_	SOURC	E OF FU	UNDS (SEE INSTRUCTIONS)					
4	00	00						
	CHECK	ROY II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	(TEM 2(D) OP 2(E)				
5	CHECK	L DOA II	BISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSCANT TO	TEW 2(D) OR 2(E)				
6	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION						
U	New York							
		_	SOLE VOTING POWER					
		7	0					
			SHARED VOTING POWER					
NUMBER OF S			61,514,396 (1)					
BENEFICIA OWNED BY E	ACH —		SOLE DISPOSITIVE POWER					
REPORTING PI		9						
			0					
		10	SHARED DISPOSITIVE POWER					
		10	61,514,396 (1)					
	AGGRI	EGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	61,514,396 (1)							
	СНЕСК	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12	INSTRU			•				
	PERCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	79.3% (2	2)						
			DRTING PERSON (SEE INSTRUCTIONS)					
14	OO							

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CUSIP No.

- The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 35,981,212 shares of Class A common stock, (ii) 23,084,267 shares of Class A Common Stock issuable upon exchange of 23,084,267 shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), of the Issuer and corresponding nonvoting common units ("vTv Units") of vTv Therapeutics LLC, (iii) 1,823,917 shares of Class A Common Stock issuable to MacAndrews & Forbes Group LLC ("M&F Group") upon exercise of Common Stock Purchase Warrants held by M&F Group (the "Warrants") and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, that are beneficially owned by the "Reporting Person" (as defined below). The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein. The number of shares reported above includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust.
- (2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, in each case, as of December 10, 2020.



918385 105					_		
	NAMES	OF DE	PORTING PERSONS				
1			Forbes Incorporated				
2 CHECK THE		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [(b) [
3	SEC US	EC USE ONLY					
4	SOURC OO	OURCE OF FUNDS (SEE INSTRUCTIONS)					
5	СНЕСЬ	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
6		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
NUMBER OF SHARES BENEFICIALLY		7 8	SOLE VOTING POWER 0 SHARED VOTING POWER 60,808,962 (1)				
OWNED BY E REPORTING PI WITH	EACH ERSON	9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 60,808,962 (1)				
11	AGGRI 60,808,9		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (S)	(SEE			
13	PERCE 78.4% (2		CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	TYPE ()F REPO	ORTING PERSON (SEE INSTRUCTIONS)		_		

SCHEDULE 13D

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CUSIP No.

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- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 35,981,212 shares of Class A Common Stock, (ii) 22,378,833 shares of Class A Common Stock issuable upon exchange of 22,378,833 shares of Class B Common Stock and corresponding vTv Units, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement. The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.
- (2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, in each case, as of December 10, 2020.

CUSIP No. 918385 105			SCHEDULE 13D	Page 4 of 14				
	NAMES	OF RE	EPORTING PERSONS					
1	MacAnd	AacAndrews & Forbes LLC						
2	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (c)						
3	SEC US	EC USE ONLY						
4	SOURC OO	DURCE OF FUNDS (SEE INSTRUCTIONS)						
5	СНЕСК	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)						
6		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
		7	SOLE VOTING POWER 0					
NUMBER OF SE BENEFICIAL	LLY	8	SHARED VOTING POWER 26,165,657 (1)					
OWNED BY E REPORTING PI WITH			SOLE DISPOSITIVE POWER 0					
			SHARED DISPOSITIVE POWER 26,165,657 (1)					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 26,165,657 (1)							
12	CHECK		IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE NS)					
13			CLASS REPRESENTED BY AMOUNT IN ROW (11)					

(1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 23,716,740 shares of Class A Common Stock, (ii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement.

33.7% (2)

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, in each case, as of December 10, 2020.

CUSIP No. 918385 105			SCHEDULE 13D	Page 5 of 14				
1	NAMES	OF RI	EPORTING PERSONS					
1	MacAnd	MacAndrews & Forbes Group LLC						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (c)							
3	SEC US	EC USE ONLY						
4	SOURC DO	OURCE OF FUNDS (SEE INSTRUCTIONS)						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)							
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
		7	SOLE VOTING POWER 0					
NUMBER OF SH. BENEFICIAL	LY	8	SHARED VOTING POWER 26,165,657 (1)					
OWNED BY EAREPORTING PER		9	SOLE DISPOSITIVE POWER 0					
	10		SHARED DISPOSITIVE POWER 26,165,657 (1)					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 26,165,657 (1)							
	CHECK		IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES NS)	(SEE				
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)					

(1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 23,716,740 shares of Class A Common Stock, (ii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 625,000 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement.

33.7% (2)

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, in each case, as of December 10, 2020.

CUSIP No. 918385 105			SCHEDULE 13D	Page 6 of 14		
1		S OF RE	PORTING PERSONS One LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)					
3	SEC US	SE ONLY				
4	SOURC OO	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO				
5	CHECK	K BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	ITEM 2(D) OR 2(E)		
6	CITIZE Delawar		OR PLACE OF ORGANIZATION			
		7	SOLE VOTING POWER 0			
NUMBER OF S BENEFICIA	LLY	8	SHARED VOTING POWER 24,779,499 (1)			
OWNED BY EACH REPORTING PERSON WITH		9	SOLE DISPOSITIVE POWER 0			

(1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE

SHARED DISPOSITIVE POWER

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,779,499 (1)

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24,779,499 (1)

33.0% (2)

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INSTRUCTIONS)

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The calculation assumes that there is a total of 75,130,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of December 10, 2020.

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1	NAMES	NAMES OF REPORTING PERSONS							
1	M&F TT	M&F TTP Holdings LLC							
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □					
				(0) _					
3	SEC US	E ONLY							
4		E OF FU	UNDS (SEE INSTRUCTIONS)						
7	00								
5	CHECK	BOX IF	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)						
J									
6	CITIZE	NSHIP (OR PLACE OF ORGANIZATION						
	Delawar	Delaware							
		7	SOLE VOTING POWER						
			0						
NUMBER OF SI	HARES	8	SHARED VOTING POWER						
BENEFICIAL OWNED BY E	LLY	<u> </u>	22,378,833 (1)						
REPORTING PI		9	SOLE DISPOSITIVE POWER						
VV 1111		<u>. </u>	0						
		10	SHARED DISPOSITIVE POWER						
		10	22,378,833 (1)						
11	AGGRF	GATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	22,378,8	33 (1)							
_		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
12		, C1101	<i>5</i> ,						
	PERCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	29.8% (2		DEAGS REPRESENTED DI PRISONTI IN NOW (II)						
			ADTING DEDSON (SEE INSTRICTIONS)						
14	00	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							

- (1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.
- The calculation assumes that there is a total of 75,130,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of December 10, 2020.

CUSIP No. 918385 105			SCHEDULE 13D	Page 8 of 14			
1			PORTING PERSONS ngs Two LLC				
2	CHECH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)					
3	SEC US	SE ONLY	Y				
4	SOURO	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO					
5	СНЕСИ	K BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	ITEM 2(D) OR 2(E)			
6	CITIZE Delawar		OR PLACE OF ORGANIZATION				
		7	SOLE VOTING POWER 0				
NUMBER OF BENEFIC	IALLY	8	SHARED VOTING POWER 22,378,833 (1)				
OWNED BY EACH REPORTING PERSO WITH		9	SOLE DISPOSITIVE POWER 0				

(1) The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE

SHARED DISPOSITIVE POWER

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,378,833 (1)

10

22,378,833 (1)

29.8% (2)

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INSTRUCTIONS)

11

12

13

14

The calculation assumes that there is a total of 75,130,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of December 10, 2020.

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	1	

1	NAMES	OF RE	PORTING PERSONS				
1	RLX Ho	ldings Tv	wo LLC				
2	СНЕСК	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
3	SEC US	E ONLY					
4	SOURC OO	URCE OF FUNDS (SEE INSTRUCTIONS)					
5	CHECK	HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
6	CITIZE Delawar	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 4,931,903 (1) SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 4,931,903 (1)				
11	AGGRE 4,931,90		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
13	PERCE 6.4% (2)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.4% (2)					
14	TYPE O)F REPC	ORTING PERSON (SEE INSTRUCTIONS)				

- (1) The information set forth in Item 5 is incorporated by reference.
- (2) The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, in each case, as of December 10, 2020.

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	NAMES	OF RE	PORTING PERSONS					
1	RLX Ho	ldings Fo	our LLC					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆				
2				(b) 🗆				
	SEC US	EC USE ONLY						
3	SEC 03	E ONLI						
4		E OF FU	UNDS (SEE INSTRUCTIONS)					
- -	00							
F	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
5								
	CITIZE	NSHIP (OR PLACE OF ORGANIZATION					
6	Delawar	Delaware						
			SOLE VOTING POWER					
		7	0					
NUMBER OF SI	HARES	8	SHARED VOTING POWER					
BENEFICIAL OWNED BY E	LLY	Y	4,931,903 (1)					
REPORTING PI			SOLE DISPOSITIVE POWER					
WITH		9	0					
			SHARED DISPOSITIVE POWER					
		10	4,931,903 (1)					
	AGGRE	EGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	4,931,90	3 (1)						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) $\hfill\Box$						
14								
	PERCE	NT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	6.4% (2)		` '					
			ORTING PERSON (SEE INSTRUCTIONS)					
14		'F KEPC	ORTING PERSON (SEE INSTRUCTIONS)					

- (1) The information set forth in Item 5 is incorporated by reference.
- The calculation assumes that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, in each case, as of December 10, 2020.

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This Amendment No. 40 ("Amendment No. 40") amends and supplements the statement on Schedule 13D, dated August 14, 2015, as amended by Amendment No. 1 to the statement on Schedule 13D, dated August 28, 2015, as further amended by Amendment No. 2 to the statement on Schedule 13D, dated October 5, 2015, as further amended by Amendment No. 3 to the statement on Schedule 13D, dated April 6, 2016, as further amended by Amendment No. 4 to the statement on Schedule 13D, dated August 15, 2017, as further amended by Amendment No. 5 to the statement on Schedule 13D, dated December 7, 2017, as further amended by Amendment No. 6 to the statement on Schedule 13D, dated May 29, 2018, as further amended by Amendment No. 7 to the statement on Schedule 13D, dated June 20, 2018, as further amended by Amendment No. 8 to the statement on Schedule 13D, dated July 10, 2018, as further amended by Amendment No. 9 to the statement on Schedule 13D, dated August 1, 2018, as further amended by Amendment No. 10 to the statement on Schedule 13D, dated August 14, 2018, as further amended by Amendment No. 11 to the statement on Schedule 13D, dated September 10, 2018, as further amended by Amendment No. 12 to the statement on Schedule 13D, dated October 1, 2018, as further amended by Amendment No. 13 to the statement on Schedule 13D, dated November 6, 2018, as further amended by Amendment No. 14 to the statement on Schedule 13D, dated November 29, 2018, as further amended by Amendment No. 15 to the statement on Schedule 13D, dated December 12, 2018, as further amended by Amendment No. 16 to the statement on Schedule 13D, dated December 27, 2018, as further amended by Amendment No. 17 to the statement on Schedule 13D, dated January 18, 2019, as further amended by Amendment No. 18 to the statement on Schedule 13D, dated January 30, 2019, as further amended by Amendment No. 19 to the statement on Schedule 13D, dated February 15, 2019, as further amended by Amendment No. 20 to the statement on Schedule 13D, dated February 28, 2019, as further amended by Amendment No. 21 to the statement on Schedule 13D, dated March 19, 2019, as further amended by Amendment No. 22 to the statement on Schedule 13D, dated May 16, 2019, as further amended by Amendment No. 23 to the statement on Schedule 13D, dated June 26, 2019, as further amended by Amendment No. 24 to the statement on Schedule 13D, dated July 9, 2019, as further amended by Amendment No. 25 to the statement on Schedule 13D, dated August 6, 2019, as further amended by Amendment No. 26 to the statement on Schedule 13D, dated September 4, 2019, as further amended by Amendment No. 27 to the statement on Schedule 13D, dated September 11, 2019, as further amended by Amendment No. 28 to the statement on Schedule 13D, dated September 18, 2019, as further amended by Amendment No. 29 to the statement on Schedule 13D, dated September 27, 2019, as further amended by Amendment No. 30 to the statement on Schedule 13D, dated October 24, 2019, as further amended by Amendment No. 31 to the statement on Schedule 13D, dated November 12, 2019, as further amended by Amendment No. 32 to the statement on Schedule 13D, dated November 26, 2019, as further amended by Amendment No. 33 to the statement on Schedule 13D, dated December 18, 2019, as further amended by Amendment No. 34 to the statement on Schedule 13D, dated December 23, 2019, as further amended by Amendment No. 35 to the statement on Schedule 13D, dated January 7, 2020, as further amended by Amendment No. 36 to the statement on Schedule 13D, dated January 28, 2020, as further amended by Amendment No. 37 to the statement on Schedule 13D, dated February 25, 2020, as further amended by Amendment No. 38 to the statement on Schedule 13D, dated May 12, 2020, and as further amended by Amendment No. 39 to the statement on Schedule 13D, dated November 24, 2020 (as so amended, the "Schedule 13D"), and is being filed with the Securities and Exchange Commission by The ROP Revocable Trust dated 1/9/2018, a New York trust (the "ROP Revocable Trust"), MacAndrews & Forbes Incorporated, a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes LLC, a Delaware limited liability company ("M&F LLC"), MacAndrews & Forbes Group LLC, a Delaware limited liability company ("M&F Group"), MFV Holdings One LLC, a Delaware limited liability company ("MFV"), M&F TTP Holdings LLC, a Delaware limited liability company ("M&F TTP"), M&F TTP Holdings Two LLC, a Delaware limited liability company ("M&F TTP Two"), RLX Holdings Two LLC ("RLX Holdings Two"), and RLX Holdings Four LLC ("RLX Holdings Four") (each of the foregoing, a "Reporting Person," and collectively, the "Reporting Persons"), relating to the shares of the Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of vTv Therapeutics Inc., a Delaware corporation (the "Issuer").

Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented by adding the information below.

On December 10, 2020, M&F Group purchased 625,000 shares of Class A Common Stock from the Issuer pursuant to the terms of the previously disclosed letter agreement ("the <u>December Letter Agreement</u>"), dated as of December 23, 2019, between M&F Group and the Issuer. The funds used for the purchase of 625,000 shares of the Class A Common Stock were derived from general working capital. A total of \$1,000,000 in cash was paid to acquire such shares.

Item 5. Interest in Securities of the Issuer

The information contained in the first four paragraphs of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

CUSIP No. 918385 105

SCHEDULE 13D

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(a) The ROP Revocable Trust directly or indirectly controls MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP, M&F TTP Two, RLX Holdings Two and RLX Holdings Four. Including (i) the 23,084,267 shares of Class B Common Stock (which are exchangeable, together with a corresponding vTv Unit, for shares of Class A Common Stock on a one-to-one basis) outstanding, (ii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants, and (iii) 625,000 shares of Class A Common Stock issuable to M&F Group pursuant to the December Letter Agreement:

- 61,514,396 shares of Class A Common Stock are beneficially owned by Mr. Perelman and the ROP Revocable Trust;
- 60.808,962 shares of Class A Common Stock are beneficially owned by MacAndrews & Forbes;
- 24,779,499 shares of Class A Common Stock are beneficially owned by MFV;
- 22,378,833 shares of Class A Common Stock are beneficially owned by M&F TTP and M&F TTP Two;
- 26,165,657 shares of Class A Common Stock are beneficially owned by M&F LLC and M&F Group.
- 4,931,903 shares of Class A Common Stock are beneficially owned by RLX Holdings Two; and
- 4,931,903 shares of Class A Common Stock are beneficially owned by RLX Holdings Four.

Each of the Reporting Persons disclaim any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

Ronald O. Perelman, the sole trustee and sole beneficiary of the ROP Revocable Trust and the Director, Chairman and Chief Executive Officer of MacAndrews & Forbes, may be deemed to beneficially own all the shares of Class A Common Stock and Class B Common Stock beneficially owned by the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. The number of shares reported as beneficially owned by the ROP Revocable Trust includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust. Mr. Perelman disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of their pecuniary interest therein.

The total Class A Common Stock beneficial ownership of (i) Mr. Perelman and the ROP Revocable Trust represents approximately 79.3% of the Class A Common Stock, (ii) MacAndrews & Forbes represents approximately 78.4% of the Class A Common Stock, (iii) MFV represents approximately 33.0% of the Class A Common Stock, (iv) M&F TTP and M&F TTP Two represents approximately 29.8% of the Class A Common Stock, (v) M&F LLC and M&F Group represents approximately 33.7% of the Class A Common Stock, (vi) RLX Holdings Two represents approximately 6.4% of the Class A Common Stock and (vii) RLX Holdings Four represents approximately 6.4% of the Class A Common Stock (assuming, in the case of MFV, M&F TTP and M&F TTP Two, that there is a total of 75,130,351 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of December 10, 2020, and, in the case of the beneficial ownership of Mr. Perelman, the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC, M&F Group, RLX Holdings Two and RLX Holdings Four that there is a total of 77,579,268 shares of Class A Common Stock outstanding, which is the sum of (i) 52,036,130 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,823,917 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 625,000 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the December Letter Agreement, in each case, as of December 10, 2020.

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

(c) Except for the transactions described herein, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons since the filing of Amendment No. 39 to this Schedule 13D.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 10, 2020

The ROP Revocable Trust dated 1/9/2018

By: /s/ Ronald O. Perelman

Name: Ronald O. Perelman

Title: Trustee

MacAndrews & Forbes Incorporated

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Deputy General Counsel and Corporate Secretary

MacAndrews & Forbes LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

MacAndrews & Forbes Group LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

MFV Holdings One LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

M&F TTP Holdings LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

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M&F TTP Holdings Two LLC

By: <u>/s/ Shiri Ben-Yishai</u>

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

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RLX Holdings Two LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary

RLX Holdings Four LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri Ben-Yishai

Title: Senior Vice President and Corporate Secretary