

Tokai Pharmaceuticals Inc
Form 3
September 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Novartis Bioventures Ltd			(Month/Day/Year)	Tokai Pharmaceuticals Inc [TKAI]	
(Last)	(First)	(Middle)	09/16/2014	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
131 FRONT STREET				(Check all applicable)	
(Street)				☐ Director ☐ Officer (give title below)	☒ 10% Owner ☐ Other (specify below)
HAMILTON, D0 HM,Â D0Â 12					6. Individual or Joint/Group Filing(Check Applicable Line) ☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

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Series D-1 Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1,470,528	\$ ⁽¹⁾	D ⁽²⁾	Â
Series D-2 Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	147,052	\$ ⁽³⁾	D ⁽²⁾	Â
Series D-3 Preferred Stock	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	1,262,925	\$ ⁽⁴⁾	D ⁽²⁾	Â
Series E Preferred Stock	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	1,438,823	\$ ⁽⁵⁾	D ⁽²⁾	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Bioventures Ltd 131 FRONT STREET HAMILTON, D0 HM,Â D0Â 12	Â	Â X	Â	Â
NOVARTIS AG LICHTSTRASSE 35 BASEL,Â V8Â 4056	Â	Â X	Â	Â

Signatures

/s/ H.S. Zivi, Deputy Chairman of Novartis BioVentures Ltd.; and /s/ Rebecca White,
Authorised Signatory of Novartis BioVentures Ltd. 09/16/2014

__Signature of Reporting Person Date

/s/ H.S. Zivi, by Power of Attorney on behalf of Novartis AG; and /s/ Rebecca White, by
Power of Attorney on behalf of Novartis AG 09/16/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series D-1 Preferred Stock is convertible into Common Stock on a 10.47-for-one basis into the number of shares of Common Stock shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(2) These shares are directly owned by Novartis Bioventures Ltd. Novartis Bioventures Ltd. is a wholly-owned indirect subsidiary of Novartis AG, which is an indirect beneficial owner of the reported securities.

(3) The Series D-2 Preferred Stock is convertible into Common Stock on a 10.47-for-one basis into the number of shares of Common Stock shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(4) The Series D-3 Preferred Stock is convertible into Common Stock on a 10.47-for-one basis into the number of shares of Common Stock shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(5) The Series E Preferred Stock is convertible into Common Stock on a 10.47-for-one basis into the number of shares of Common Stock shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.

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Remarks:

ExhibitÂ List

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

ExhibitÂ 24.2Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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