

Cara Therapeutics, Inc.
Form 4
February 05, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ALTA BIOPHARMA PARTNERS III LP

(Last) (First) (Middle)

ONE EMBARCADERO CENTER,
37TH FLOOR,

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cara Therapeutics, Inc. [CARA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/05/2014 | | C ⁽¹⁾ | | 1,118,675 | A | \$ 0 1,118,675 | I | See Footnote (2) |
| Common Stock | 02/05/2014 | | C ⁽³⁾ | | 531,442 | A | \$ 0 1,650,117 | I | See Footnote (2) |
| Common Stock | 02/05/2014 | | P | | 103,330 | A | \$ 11 1,753,447 | I | See Footnote (2) |
| Common Stock | 02/05/2014 | | C ⁽¹⁾ | | 75,129 | A | \$ 0 75,129 | I | See Footnote |

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| | | | | | | | | (4) |
|--------------|------------|------------------|--------|---|-------|---------|---|------------------|
| Common Stock | 02/05/2014 | C ⁽³⁾ | 35,691 | A | \$ 0 | 110,820 | I | See Footnote (4) |
| Common Stock | 02/05/2014 | P | 6,940 | A | \$ 11 | 117,760 | I | See Footnote (4) |
| Common Stock | 02/05/2014 | C ⁽¹⁾ | 27,568 | A | \$ 0 | 27,568 | I | See Footnote (5) |
| Common Stock | 02/05/2014 | C ⁽³⁾ | 13,097 | A | \$ 0 | 40,665 | I | See Footnote (5) |
| Common Stock | 02/05/2014 | P | 2,547 | A | \$ 11 | 43,212 | I | See Footnote (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series C Preferred Stock | (1) | 02/05/2014 | | C | 2,363,654 | (1) (1) | Common Stock 1,118,67 |
| Series C Preferred Stock | (1) | 02/05/2014 | | C | 158,741 | (1) (1) | Common Stock 75,129 |
| Series C Preferred Stock | (1) | 02/05/2014 | | C | 58,250 | (1) (1) | Common Stock 27,568 |
| Series D Preferred Stock | (3) | 02/05/2014 | | C | 1,328,604 | (3) (3) | Common Stock 531,442 |

| | | | | | | | | |
|--------------------------|-----|------------|---|--------|-----|-----|--------------|--------|
| Series D Preferred Stock | (3) | 02/05/2014 | C | 89,227 | (3) | (3) | Common Stock | 35,691 |
| Series D Preferred Stock | (3) | 02/05/2014 | C | 32,742 | (3) | (3) | Common Stock | 13,097 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALTA BIOPHARMA PARTNERS III LP ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111 | | X | | |
| ALTA BIOPHARMA MANAGEMENT III LLC C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111 | | X | | |
| ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111 | | X | | |
| ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111 | | X | | |
| CHAMPSI FARAH C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111 | | X | | |
| HURWITZ EDWARD C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111 | X | X | | |
| PENHOET EDWARD C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111 | | X | | |

Signatures

/s/Darren DeStefano,
Attorney-in-Fact

02/05/2014

**Signature of Reporting Person

Date

Darren DeStefano,
Attorney-in-Fact

02/05/2014

| | |
|---------------------------------------|------------|
| <u>Signature of Reporting Person</u> | Date |
| Darren DeStefano, Attorney-in-Fact | 02/05/2014 |
| <u>Signature of Reporting Person</u> | Date |
| Darren DeStefano, Attorney-in-Fact | 02/05/2014 |
| <u>Signature of Reporting Person</u> | Date |
| Darren DeStefano, Attorney-in-Fact | 02/05/2014 |
| <u>Signature of Reporting Person</u> | Date |
| Darren DeStefano, Attorney-in-Fact | 02/05/2014 |
| <u>Signature of Reporting Person</u> | Date |
| Darren DeStefano, Attorney-in-Fact | 02/05/2014 |
| <u>Signature of Reporting Person</u> | Date |
| Darren DeStefano, Attorney-in-Fact | 02/05/2014 |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Series C Preferred Stock held by the reporting persons automatically converted on a 1-for-2.1129 basis into shares of common stock upon the closing of the issuer's initial public offering.

These shares are held of record by Alta BioPharma Partners III, L.P. ("ABP III"). Alta BioPharma Management III, LLC ("ABM III") is the general partner of ABP III. Edward Hurwitz, a director of the issuer, Farah Champsi and Edward Penhoet are directors of ABM III and may be deemed to share dispositive and voting power over the shares held by ABP III. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or its respective pecuniary interest therein.
 - (2) The Series D Preferred Stock held by the reporting persons automatically converted on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering.

These shares are held of record by Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ("GmbH"). ABM III is the managing limited partner of GmbH. Edward Hurwitz, a director of the issuer, Farah Champsi and Edward Penhoet are directors of ABM III and may be deemed to share dispositive and voting power over the shares held by GmbH. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or its respective pecuniary interest therein.
 - (3) These shares are held of record by Alta Embarcadero BioPharma Partners III, LLC ("Embarcadero"). Edward Hurwitz, a director of the issuer, Farah Champsi and Edward Penhoet are the managers of Embarcadero and may be deemed to share dispositive and voting power over the shares held by Embarcadero. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or its respective pecuniary interest therein.

Remarks:

Please note that all of these reporting persons are no longer subject to Section 16 Form 4 or Form 5 obligations, with the exception of:

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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