

Cara Therapeutics, Inc.
 Form 4
 February 05, 2014

FORM 4

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

OMB APPROVAL

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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 *
VOGELBAUM MARTIN

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

C/O RHO VENTURES, 152 WEST 57TH STREET, 23RD FLOOR

 (Street)

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

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

NEW YORK, NY 10019

 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2014		C ⁽¹⁾		2,442,239	A	\$ 0	2,442,239	I	By Partnership ⁽²⁾
Common Stock	02/05/2014		P		225,818	A	\$ 11	2,668,057	I	By Partnership ⁽²⁾

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

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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 D Preferred Stock	(1)	02/05/2014		C	6,105,598	(1)	(1)	Common Stock	2,442,23

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VOGELBAUM MARTIN
C/O RHO VENTURES
152 WEST 57TH STREET, 23RD FLOOR
NEW YORK, NY 10019

X

Signatures

/s/Darren DeStefano,
Attorney-in-Fact

02/05/2014

__Signature of Reporting Person

Date

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 D Preferred Stock held by Rho Ventures VI, L.P. ("Ventures") automatically converted on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering.

(2) These securities are owned directly by Ventures. RMV VI, L.L.C. ("RMV") is the general partner of Ventures and Rho Capital Partners LLC ("Partners") is the managing member of RMV. Mark Leschly, Habib Kairouz and Joshua Ruch are managing members of Partners and exercise shared voting and investment power with respect to the shares owned by Ventures. The reporting person, a member of the Board of Directors of the issuer, is a non-managing member of RMV and, as such, advises Ventures with respect to voting and investment decisions relating to the shares of stock owned by Ventures but does not have or share voting and investment power over such shares. The reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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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