

**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): **October 30, 2023**

vTv Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

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

- 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))

Securities 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 1.01 Entry into a Material Definitive Agreement

On October 30, 2023, vTv Therapeutics LLC (“vTv LLC”), the principal operating subsidiary of vTv Therapeutics, Inc. (the “Company”) entered into a Common Stock Repurchase Agreement (the “Repurchase Agreement”) with Reneo Pharmaceuticals, Inc. (“Reneo”) pursuant to which Reneo agreed to purchase all shares of common stock of Reneo that had been owned by vTv LLC. Pursuant to the Repurchase Agreement, Reneo agreed to pay vTv LLC gross proceeds of approximately \$4.4 million for the Reneo common stock. vTv LLC had acquired the Reneo stock in connection with the December 21, 2017 License Agreement between vTv LLC and Reneo, which remains in effect.

The foregoing description of the Repurchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Repurchase Agreement, which the Company will file as an exhibit to its next periodic report.

Item 2.01 Completion of Acquisition or Disposition of Assets

The information set forth above in Item 1.01 to this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

Item 8.01. Other Events

On November 1, 2023, the Company issued a press release announcing the closing of the Repurchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 1, 2023, announcing sale of Reneo Pharmaceuticals, Inc. stock
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 1, 2023



Exhibit 99.1

vTv Therapeutics Announces Sale of Shares in Reneo Pharmaceuticals for Proceeds of \$4.4 Million

HIGH POINT, N.C., November 1, 2023 (GLOBE NEWSWIRE) -- vTv Therapeutics Inc. (Nasdaq: VTVT), a clinical stage biopharmaceutical company focused on the development of *cadisegliatin* (TTP399) as an adjunctive therapy to insulin for the treatment of type 1 diabetes ("T1D"), today announced that it has entered into a common stock repurchase agreement with Reneo Pharmaceuticals, Inc. through which Reneo has purchased all of its common stock that was granted to vTv under the Reneo License Agreement for total proceeds to vTv of approximately \$4.4 million.

"The proceeds from the sale of our Reneo stock will provide vTv with important financial support as we continue our preparations for the launch of the *cadisegliatin* Phase 3 program in T1D. We remain in active discussions related to the financing, partnering and/or licensing of *cadisegliatin*," said Paul Sekhri, President and Chief Executive Officer of vTv Therapeutics. "We are excited about the therapeutic potential of mavodelpar and look forward to Reneo's upcoming data readout. If mavodelpar is successful, it could provide significant upside to vTv and our shareholders through potential milestone payments and commercial royalties."

Under the Reneo license agreement signed in December 2017, vTv granted Reneo an exclusive worldwide license to intellectual property relating to its PPAR δ agonist program. Reneo's lead program, mavodelpar, is a PPAR δ agonist currently being studied in a pivotal Phase 2b clinical trial in adults with primary mitochondrial myopathies (PMM). vTv remains eligible to receive clinical, regulatory and commercial milestones totaling up to \$94.5 million, as well as tiered royalties in the mid-single digits to low teens on potential sales of products based on tiers of annual net sales of licensed products, subject to certain customary reductions.

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 *cadisegliatin* (TTP399), a potential adjunctive therapy to insulin for the treatment of type 1 diabetes. vTv's development partners are pursuing additional indications in type 2 diabetes, chronic obstructive pulmonary disease, primary mitochondrial myopathy, and glioblastoma and other cancers and cancer treatment-related conditions.

About Reneo Pharmaceuticals

Reneo is a clinical stage pharmaceutical company focused on the development and commercialization of therapies for patients with rare genetic mitochondrial diseases, which are often associated with the inability of mitochondria to produce adenosine triphosphate (ATP). The lead product candidate, mavodelpar (REN001), is a potent and selective agonist of the peroxisome proliferator-activated receptor delta (PPAR δ). Mavodelpar has been shown to increase transcription of genes involved in mitochondrial function, increase fatty acid oxidation, and may increase production of new mitochondria. For additional information, please see reneopharma.com.

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 and our ability to launch our *cadisegliatin* Phase 3 program, our discussions related to the financing, partnering and/or licensing of *cadisegliatin*, the therapeutic potential of mavodelpar, Reneo’s upcoming data readout, potential milestone payments and royalties that we may receive, our strategy, future operations, future financial position, future revenue, prospects, plans and objectives of management 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, as may be updated by our subsequent Quarterly Reports on Form 10-Q, 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. 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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