

TETRALOGIC PHARMACEUTICALS CORP
 Form 3
 November 14, 2016

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 NOMURA SECURITIES INTERNATIONAL, INC. | | | (Month/Day/Year) | | TETRALOGIC PHARMACEUTICALS CORP [TLOG] | |
| (Last) | (First) | (Middle) | 11/02/2016 | | | |
| WORLDWIDE PLAZA, 309 WEST 49TH STREET,Â | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | | |
| NEW YORK,Â NYÂ 10019 | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | | | | |
|---|-------|-------|-----------------|---------|--------|----------------------------------|---|
| | | | | Shares | | or Indirect (I) (Instr. 5) | |
| 8% Senior Convertible Notes due 2019 | Â (1) | Â (2) | Common Stock | 473,972 | \$ (3) | D (4) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| NOMURA SECURITIES INTERNATIONAL, INC. WORLDWIDE PLAZA, 309 WEST 49TH STREET NEW YORK, NY 10019 | Â | Â | Â | See Remarks |
| NOMURA HOLDINGS INC 1-9-1 NIHONBASHI CHUO-KU TOKYO, M0 103-8645 | Â | Â | Â | See Remarks |

Signatures

Nomura Securities International, Inc. /s/ Vincent Primiano
Kashiwagi

11/14/2016

__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 Senior Notes became currently convertible at the option of the holder into shares of common stock following the Issuer's entry into an Asset Purchase Agreement (the "Asset Purchase Agreement"), dated November 2, 2016, among the Issuer, its wholly-owned subsidiary TetraLogic Research and Development Corporation and Medivir AB ("Medivir"), pursuant to which the Issuer agreed to sell all or substantially all of its assets to Medivir (the "Asset Sale").
- (2) As of November 2, 2016, under the Indenture, dated as of June 23, 2014, between the Issuer and U.S. Bank National Association, as Trustee (the "Indenture"), the Senior Notes were convertible into Common Stock at any time from or after the effective date of the Asset Sale or event until the 35th Trading Day (as defined in the Indenture) immediately following the effective date of the Asset Sale.
- (3) The conversion rate for the Senior Notes is equal 148.3019 shares of the Common Stock per \$1,000 principal amount of Notes (which is equivalent to an initial conversion price of approximately \$6.74 per share of common stock), subject to adjustment upon the occurrence of certain specified events.
- (4) These Senior Notes are owned directly by Nomura Securities International, Inc. ("NSI"), which is a wholly owned subsidiary of Nomura Holdings, Inc. ("NH"), and accordingly NH may be deemed to beneficially own the Senior Notes held by NSI.

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Remarks:

On November 2, 2016, the Issuer entered into a binding letter agreement (the "Debt Exchange Term

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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