

vTv Therapeutics Inc.
Form SC 13D/A
February 28, 2019

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 20)*

vTv Therapeutics Inc.
(Name of Issuer)

Class A common stock, par value \$0.01 per share
(Title of Class of Securities)

918385 105
(CUSIP Number)

Steven M. Cohen
Executive Vice President, Chief Administrative Officer and General Counsel
MacAndrews & Forbes Incorporated
35 East 62nd Street
New York, NY 10065
212-572-8600
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

With copies to:
Adam O. Emmerich
DongJu Song
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

February 28, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.

918385 105

NAME OF REPORTING PERSON

1. The ROP Revocable Trust dated 1/9/2018
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 - (a)
 - (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
5. OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
New York
7. SOLE VOTING POWER
8. SHARED VOTING POWER
9. SOLE DISPOSITIVE POWER
10. SHARED DISPOSITIVE POWER
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0
41,994,072 (1)
0
41,994,072 (1)

CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

12.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.

85.5% (2)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14.

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 16,493,653 shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of the Issuer, (ii) 23,084,267 shares of Class A Common Stock issuable upon exchange of 23,084,267 shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), of the Issuer and corresponding nonvoting common units ("vTv Units") of vTv Therapeutics LLC, (iii) 1,057,455 shares of Class A Common Stock issuable to MacAndrews & Forbes Group LLC ("M&F Group") upon exercise of Common Stock Purchase Warrants held by (1) M&F Group (the "Warrants") and (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to a commitment letter, dated December 11, 2018 (the "Letter Agreement") that are beneficially owned by the "Reporting Persons" (as defined below). The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein. The number of shares reported above includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust.

The calculation assumes that there is a total of 49,118,306 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and (2) corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of February 28, 2019.

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CUSIP No.

918385 105

NAME OF REPORTING PERSON

1. MacAndrews & Forbes Incorporated
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
2. INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE
4. INSTRUCTIONS)

OO

CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
5. REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)

CITIZENSHIP OR PLACE OF
6. ORGANIZATION

Delaware

SOLE VOTING POWER

7.

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

41,288,638 (1)

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

41,288,638 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
11. EACH REPORTING PERSON

41,288,638 (1)

12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.

84.1% (2)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14.

CO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 16,493,653 shares of Class A Common Stock, (ii) 22,378,833 shares of Class A Common Stock issuable upon exchange of 22,378,833 shares of Class B Common Stock and corresponding vTv Units, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the Letter Agreement that are beneficially owned by the Reporting Persons. The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

The calculation assumes that there is a total of 49,118,306 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of February 28, 2019.

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CUSIP No.

918385 105

NAME OF REPORTING PERSON

1. MacAndrews & Forbes LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)
2. (a)
(b)
SEC USE ONLY
- 3.
4. SOURCE OF FUNDS (SEE
INSTRUCTIONS)
5. OO
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware
SOLE VOTING POWER
7. 0
8. SHARED VOTING POWER
9. 16,509,139 (1)
SOLE DISPOSITIVE POWER
10. 0
SHARED DISPOSITIVE POWER
11. 16,509,139 (1)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
12. 16,509,139 (1)
CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.

33.6% (2)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14.

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 14,092,987 shares of Class A Common Stock, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the Letter Agreement.

The calculation assumes that there is a total of 49,118,306 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and (2) corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of February 28, 2019.

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CUSIP No.

918385 105

NAME OF REPORTING PERSON

1. MacAndrews & Forbes Group LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)
2. (a)
(b)
SEC USE ONLY
- 3.
4. SOURCE OF FUNDS (SEE
INSTRUCTIONS)
5. OO
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware
SOLE VOTING POWER
7. 0
8. SHARED VOTING POWER
9. 16,509,139 (1)
SOLE DISPOSITIVE POWER
10. 0
SHARED DISPOSITIVE POWER
11. 16,509,139 (1)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
12. 16,509,139 (1)
CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.

33.6% (2)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14.

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (i) 14,092,987 shares of Class A Common Stock, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to the Letter Agreement.

The calculation assumes that there is a total of 49,118,306 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and (2) corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of February 28, 2019.

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CUSIP No.

918385 105

NAME OF REPORTING PERSON

1. MFV Holdings One LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)
2. (a)
(b)
SEC USE ONLY
- 3.
4. SOURCE OF FUNDS (SEE
INSTRUCTIONS)
5. OO
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware
SOLE VOTING POWER
7. 0
8. SHARED VOTING POWER
9. 24,779,499 (1)
SOLE DISPOSITIVE POWER
10. 0
SHARED DISPOSITIVE POWER
11. 24,779,499 (1)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
12. 24,779,499 (1)
CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.

53.1% (2)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14.

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above includes (1) 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 46,702,154 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of February 28, 2019.

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CUSIP No.

918385 105

NAME OF REPORTING PERSON

1. M&F TTP Holdings LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)
2. (a)
(b)
SEC USE ONLY
- 3.
4. SOURCE OF FUNDS (SEE
INSTRUCTIONS)
5. OO
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware
SOLE VOTING POWER
7. 0
8. SHARED VOTING POWER
9. 22,378,833 (1)
SOLE DISPOSITIVE POWER
10. 0
SHARED DISPOSITIVE POWER
11. 22,378,833 (1)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
12. 22,378,833 (1)
CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.

47.9% (2)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14.

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents (1) 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 46,702,154 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of February 28, 2019.

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CUSIP No.

918385 105

NAME OF REPORTING PERSON

1. M&F TTP Holdings Two LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)
2. (a)
(b)
SEC USE ONLY
- 3.

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

- 4.
5. OO
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)

CITIZENSHIP OR PLACE OF
ORGANIZATION

6. Delaware
SOLE VOTING POWER
7. 0
8. SHARED VOTING POWER
9. 22,378,833 (1)
SOLE DISPOSITIVE POWER
10. 0
SHARED DISPOSITIVE POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

22,378,833 (1)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

- 11.
12. 22,378,833 (1)
CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.

47.9% (2)
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14.

OO

The information set forth in Item 5 is incorporated by reference. The number of shares reported above represents (1) 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 46,702,154 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of February 28, 2019.

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This Amendment No. 20 ("Amendment No. 20") amends and supplements the statement on Schedule 13D, dated August 14, 2015, as amended by Amendment No. 1 to the statement on Schedule 13D, dated August 28, 2015, as further amended by Amendment No. 2 to the statement on Schedule 13D, dated October 5, 2015, as further amended by Amendment No. 3 to the statement on Schedule 13D, dated April 6, 2016, as further amended by Amendment No. 4 to the statement on Schedule 13D, dated August 15, 2017, as further amended by Amendment No. 5 to the statement on Schedule 13D, dated December 7, 2017, as further amended by Amendment No. 6 to the statement on Schedule 13D, dated May 29, 2018, as further amended by Amendment No. 7 to the statement on Schedule 13D, dated June 20, 2018, as further amended by Amendment No. 8 to the statement on Schedule 13D, dated July 10, 2018, as further amended by Amendment No. 9 to the statement on Schedule 13D, dated August 1, 2018, as further amended by Amendment No. 10 to the statement on Schedule 13D, dated August 14, 2018, as further amended by Amendment No. 11 to the statement on Schedule 13D, dated September 10, 2018, as further amended by Amendment No. 12 to the statement on Schedule 13D, dated October 1, 2018, as further amended by Amendment No. 13 to the statement on Schedule 13D, dated November 6, 2018, as further amended by Amendment No. 14 to the statement on Schedule 13D, dated November 29, 2018, as further amended by Amendment No. 15 to the statement on Schedule 13D, dated December 12, 2018, as further amended by Amendment No. 16 to the statement on Schedule 13D, dated December 27, 2018, as further amended by Amendment No. 17 to the statement on Schedule 13D, dated January 18, 2019, as further amended by Amendment No. 18 to the statement on Schedule 13D, dated January 30, 2019, and as further amended by Amendment No. 19 to the statement on Schedule 13D, dated February 15, 2019 (as so amended, the "Schedule 13D"), and is being filed with the Securities and Exchange Commission by The ROP Revocable Trust dated 1/9/2018, a New York trust, MacAndrews & Forbes Incorporated, a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes LLC, a Delaware limited liability company ("M&F LLC"), MacAndrews & Forbes Group LLC, a Delaware limited liability company ("M&F Group"), MFV Holdings One LLC, a Delaware limited liability company ("MFV"), M&F TTP Holdings LLC, a Delaware limited liability company ("M&F TTP"), and M&F TTP Holdings Two LLC, a Delaware limited liability company ("M&F TTP Two") (each of the foregoing, a "Reporting Person," and collectively, the "Reporting Persons"), relating to the shares of the Class A common stock, par value \$0.01 per share ("Class A Common Stock"), of vTv Therapeutics Inc., a Delaware corporation (the "Issuer").

Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented by adding the information below.

On February 28, 2019, M&F Group purchased 815,217 shares of Class A Common Stock from the Issuer pursuant to the terms of the previously disclosed letter agreement, dated as of December 11, 2018, between M&F Group and the Issuer. The funds used for the purchase of 815,217 shares of the Class A Common Stock were derived from general working capital. A total of \$1,500,000 in cash was paid to acquire such shares.

Item 5. Interest in Securities of the Issuer

The information contained in the first four paragraphs of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The ROP Revocable Trust directly or indirectly controls MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. Including (i) the 23,084,267 shares of Class B Common Stock (which are exchangeable, together with a corresponding vTv Unit, for shares of Class A Common Stock on a one-to-one basis) outstanding, (ii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iii) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement:

- 41,994,072 shares of Class A Common Stock are beneficially owned by Mr. Perelman and the ROP Revocable Trust;
- 41,288,638 shares of Class A Common Stock are beneficially owned by MacAndrews & Forbes;
- 24,779,499 shares of Class A Common Stock are beneficially owned by MFV;
- 22,378,833 shares of Class A Common Stock are beneficially owned by M&F TTP and M&F TTP Two; and

· 16,509,139 shares of Class A Common Stock are beneficially owned by M&F LLC and M&F Group.

CUSIP No. 918385 105 SCHEDULE 13D Page 10 of 11

Each of the Reporting Persons disclaim any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

Ronald O. Perelman, the sole trustee and sole beneficiary of the ROP Revocable Trust and the Director, Chairman and Chief Executive Officer of MacAndrews & Forbes, may be deemed to beneficially own all the shares of Class A Common Stock and Class B Common Stock beneficially owned by the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. The number of shares reported as beneficially owned by the ROP Revocable Trust includes 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust. Mr. Perelman disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of their pecuniary interest therein.

The total Class A Common Stock beneficial ownership of (i) Mr. Perelman and the ROP Revocable Trust represents approximately 85.5% of the Class A Common Stock, (ii) MacAndrews & Forbes represents approximately 84.1% of the Class A Common Stock, (iii) MFV represents approximately 53.1% of the Class A Common Stock, (iv) M&F TTP and M&F TTP Two represents approximately 47.9% of the Class A Common Stock and (v) M&F LLC and M&F Group represents approximately 33.6% of the Class A Common Stock (assuming, in the case of MFV, M&F TTP and M&F TTP Two, that there is a total of 46,702,154 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding and (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of February 28, 2019, and, in the case of the beneficial ownership of Mr. Perelman, the ROP Revocable Trust, MacAndrews & Forbes, M&F LLC and M&F Group, that there is a total of 49,118,306 shares of Class A Common Stock outstanding, which is the sum of (i) 23,607,933 shares of Class A Common Stock outstanding, (ii) 23,094,221 shares of Class A Common Stock that are issuable in exchange for the 23,094,221 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 1,057,455 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrants and (iv) 1,358,697 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of February 28, 2019).

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

(c) Except for the transactions described herein, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons since the filing of Amendment No. 19 to this Schedule 13D.

CUSIP No. 918385 105 SCHEDULE 13D Page 11 of 11

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 28, 2019

The ROP Revocable Trust
dated 1/9/2018

By: /s/ Ronald O. Perelman
Name: Ronald O.
Perelman
Title: Trustee

MacAndrews & Forbes
Incorporated

By: /s/ Shiri Ben-Yishai
Name: Shiri
Ben-Yishai
Deputy
Title: General
Counsel and
Secretary

MacAndrews & Forbes LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri
Ben-Yishai
Senior Vice
Title: President and
Secretary

MacAndrews & Forbes Group
LLC

By: /s/ Shiri Ben-Yishai
Name: Shiri
Ben-Yishai
Senior Vice
Title: President and
Secretary

MFV Holdings One LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri
Ben-Yishai
Senior Vice
Title: President and
Secretary

M&F TTP Holdings LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri
Ben-Yishai
Senior Vice
Title: President and
Secretary

M&F TTP Holdings Two LLC

By: /s/ Shiri Ben-Yishai

Name: Shiri
Ben-Yishai
Senior Vice
Title: President and
Secretary