

Tokai Pharmaceuticals Inc
 Form 4
 September 24, 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 *
 Novartis Bioventures Ltd

2. Issuer Name and Ticker or Trading Symbol
 Tokai Pharmaceuticals Inc [TKAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 131 FRONT STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/22/2014

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

HAMILTON, D0 HM, D0 12
 (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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/22/2014 | | C | V | Amount 4,319,328 (A) or (D) Price \$ 4,319,328 | D (2) | |
| Common Stock | 09/22/2014 | | P | | 325,000 (3) A \$ 15 4,644,328 | D (2) | |

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

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SEC 1474 (9-02)

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

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| 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 of Number of Shares |
| Series D-1 Preferred Stock | (1) | 09/22/2014 | | C | | 15,396,431 | (1) (1) | Common Stock | 1,470,5 |
| Series D-2 Preferred Stock | (1) | 09/22/2014 | | C | | 1,539,643 | (1) (1) | Common Stock | 147,05 |
| Series D-3 Preferred Stock | (1) | 09/22/2014 | | C | | 13,222,826 | (1) (1) | Common Stock | 1,262,9 |
| Series E Preferred Stock | (1) | 09/22/2014 | | C | | 15,064,469 | (1) (1) | Common Stock | 1,438,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Novartis Bioventures Ltd 131 FRONT STREET HAMILTON, D0 HM, D0 12 | | X | | |
| NOVARTIS AG LICHTSTRASSE 35 BASEL, V8 4056 | | X | | |

Signatures

/s/ H.S. Zivi, Deputy Chairman of Novartis BioVentures Ltd.; and /s/ Rebecca White, Authorised Signatory of Novartis BioVentures Ltd. 09/22/2014

____Signature of Reporting Person Date

/s/ H.S. Zivi, by Power of Attorney on behalf of Novartis AG; and /s/ Rebecca White, by Power of Attorney on behalf of Novartis AG 09/22/2014

____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).

- The Series D-1, Series D-2, Series D-3 and Series E Preferred Stock converted into Common Stock on a 10.47-for-one-basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series D-1, Series D-2, Series D-3 and Series E Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- (1) The shares are directly owned by Novartis Bioventures Ltd. Novartis Bioventures Ltd. is a wholly-owned indirect subsidiary of Novartis AG, which is an indirect beneficial owner of the reported securities.
 - (2) Novartis Bioventures Ltd., a wholly-owned indirect subsidiary of Novartis AG, acquired 325,000 shares of Common Stock in the Issuer's initial public offering.

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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