

Cara Therapeutics, Inc.
Form 4
February 05, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHALMERS DEREK T

(Last) (First) (Middle)

**C/O CARA THERAPEUTICS,
INC., 1 PARROTT DRIVE**

(Street)

SHELTON, CT 06484

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2014		C ⁽¹⁾		80,000	A	\$ 0
Common Stock	02/05/2014		C ⁽²⁾		53,042	A	\$ 0

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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)	8. 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 A Preferred Stock	<u>(1)</u>	02/05/2014		C	200,000	<u>(1)</u> <u>(1)</u>	Common Stock	80,000
Series D Preferred Stock	<u>(2)</u>	02/05/2014		C	132,607	<u>(2)</u> <u>(2)</u>	Common Stock	53,042

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHALMERS DEREK T C/O CARA THERAPEUTICS, INC. 1 PARROTT DRIVE SHELTON, CT 06484	X President & CEO

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 A Preferred Stock held by the reporting person 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) The Series D Preferred Stock held by the reporting person automatically converted on a 1-for-2.5 basis into shares of common stock upon the closing of 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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