

Cara Therapeutics, Inc.
Form 3
January 30, 2014

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 *

Â RHO Ventures VI LP

(Last) (First) (Middle)

152 WEST 57TH STREET,
23RD FLOOR,Â

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/30/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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)

Common Stock

0

D Â

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)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Common Stock 2,442,239 \$ (1)	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RHO Ventures VI LP 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
RMV VI, L.L.C. C/O RHO VENTURES 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Rho Capital Partners LLC C/O RHO VENTURES 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
KAIROUZ HABIB C/O RHO VENTURES 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
LESCHLY MARK C/O RHO VENTURES 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
RUCH JOSHUA C/O RHO VENTURES 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

/s/Darren DeStefano,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Darren DeStefano,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Darren DeStefano,
Attorney-in-Fact 01/30/2014

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Darren DeStefano,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Darren DeStefano,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Darren DeStefano,
Attorney-in-Fact 01/30/2014

__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 Series D Preferred Stock held by the reporting persons will automatically convert on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering. The Series D Preferred Stock has no expiration date.

These securities are owned directly by Rho Ventures VI, L.P. ("Ventures"). RMV VI, L.L.C. ("RMV") is the general partner of Ventures and Rho Capital Partners LLC ("Partners") is the managing member of RMV. Mark Leschly, Habib Kairouz and Joshua Ruch are

- (2) managing members of Partners and exercise shared voting and investment power with respect to the shares owned by Ventures. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his or its respective pecuniary interest therein.

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Remarks:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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