

Cara Therapeutics, Inc.  
Form 4  
February 05, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**VOGELBAUM MARTIN**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**C/O RHO VENTURES, 152 WEST 57TH STREET, 23RD FLOOR**  
  
(Street)

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

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

**NEW YORK, NY 10019**  
  
(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2014		C <sup>(1)</sup>		2,442,239	A	\$ 0	2,442,239	I	By Partnership <sup>(2)</sup>
Common Stock	02/05/2014		P		225,818	A	\$ 11	2,668,057	I	By Partnership <sup>(2)</sup>

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)

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 or Number of Shares
Series D Preferred Stock	(1)	02/05/2014		C	6,105,598	(1)	(1)	Common Stock	2,442,23

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

VOGELBAUM MARTIN  
C/O RHO VENTURES  
152 WEST 57TH STREET, 23RD FLOOR  
NEW YORK, NY 10019

X

## 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 D Preferred Stock held by Rho Ventures VI, L.P. ("Ventures") 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) These securities are owned directly by 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 managing members of Partners and exercise shared voting and investment power with respect to the shares owned by Ventures. The reporting person, a member of the Board of Directors of the issuer, is a non-managing member of RMV and, as such, advises Ventures with respect to voting and investment decisions relating to the shares of stock owned by Ventures but does not have or share voting and investment power over such shares. The reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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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