

TETRALOGIC PHARMACEUTICALS CORP

Form 4

November 14, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOMURA SECURITIES
INTERNATIONAL, INC.

(Last) (First) (Middle)

WORLDWIDE PLAZA, 309 WEST
49TH STREET,

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
TETRALOGIC
PHARMACEUTICALS CORP
[TLOG]

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

11/14/2016

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) ____X____ Other (specify below)

See Remarks

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 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)
				(A) or (D)			
			Code	V	Amount		Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: TETRALOGIC PHARMACEUTICALS CORP - Form 4

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	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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
8% Convertible Notes due 2019	(1)	11/14/2016		J		\$ 3,196,000		(1)	(1)	Common Stock
Preferred Stock	(2)	11/14/2016		J		892,850		(3)	(3)	Common Stock
8% Convertible Notes due 2024	(4)	11/14/2016		J		\$ 3,035,287		(5)	06/15/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOMURA SECURITIES INTERNATIONAL, INC. WORLDWIDE PLAZA, 309 WEST 49TH STREET NEW YORK, NY 10019				See Remarks
NOMURA HOLDINGS INC 1-9-1 NIHONBASHI CHUO-KU TOKYO, MO 103-8645				See Remarks

Signatures

Nomura Securities International, Inc. /s/ Vincent Primiano Nomura Holdings, Inc. /s/ Yasuo Kashiwagi

11/14/2016

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) On November 14, 2016, pursuant to the Exchange Agreement, the Reporting Persons agreed (i) to exchange \$160,173 in aggregate principal amount of the Senior Notes for 892,850 shares of Preferred Stock and (ii) to extend the maturity date and modify the conversion terms of the Reporting Persons' remaining \$3,035,287 in aggregate principal amount Senior Notes (the "Remaining Senior Notes").
- (2) Each share of Preferred Stock is initially convertible into one share of Common Stock, subject to adjustment as described in the Certificate of Designations for the Preferred Stock.
- (3) The Preferred Stock is contingently convertible into Common Stock, subject to the Issuer's achievement of certain milestones payments and the deregistration of the Issuer's Common Stock, as further described in the Certificate of Designations for the Preferred

Edgar Filing: TETRALOGIC PHARMACEUTICALS CORP - Form 4

Stock. The Preferred Stock is not currently convertible. The Reporting Persons expressly disclaim beneficial ownership of the shares of Common Stock underlying the Preferred Stock.

- (4) The conversion rate for the Senior Notes is equal 148.3019 shares of the Company's common stock per \$1,000 principal amount of Notes (which is equivalent to an initial conversion price of approximately \$6.74 per share of common stock), subject to adjustment upon the occurrence of certain specified events.
- (5) The Remaining Senior Notes are contingently convertible into Common Stock, subject to the Issuer's achievement of certain milestones payments. The Remaining Senior Notes are not currently convertible. The Reporting Persons expressly disclaim beneficial ownership of the shares of Common Stock underlying the Remaining Senior Notes.
- (6) These derivative securities are owned directly by Nomura Securities International, Inc. ("NSI"), which is a wholly owned subsidiary of Nomura Holdings, Inc. ("NH"), and accordingly NH may be deemed to beneficially own the derivative securities held by NSI.

Remarks:

On November 2, 2016, the Issuer entered into a binding letter agreement (the "Debt Exchange Term Sheet") with the Reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.