

Cara Therapeutics, Inc.
Form SC 13G/A
February 09, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

Cara Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

140755109

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

**CUSIP No. 13G
140755109**

1. Names of
Reporting Persons
**Rho Ventures VI,
L.P.**

2. Check the
Appropriate Box
if a Member of a
Group (see
instructions)

3. (a) ..
(b) (1)
SEC USE ONLY
Citizenship or
Place of
4. Organization

Delaware

5. Sole Voting
Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

0 shares
Shared
Voting
Power
6. **3,568,057**
shares of
Common
Stock (2)
Sole
Dispositive
7. Power

0 shares
Shared
Dispositive
Power
8. **3,568,057**
shares of
Common
Stock (2)

9. Aggregate
Amount

Beneficially
Owned by Each
Reporting Person

**3,568,057 shares
of Common
Stock (2)**

Check if the
Aggregate
Amount in Row
(9) Excludes ..
Certain Shares
(see instructions)

10.

Percent of Class
Represented by
Amount in Row 9

11.

10.9% (3)
Type of Reporting
Person (see
instructions)

12.

PN

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by Rho Ventures VI, L.P. ("RV VI"), Rho Capital Partners LLC ("RCP"), RMV VI, L.L.C. ("RMV VI"), Joshua Ruch ("Ruch"), Habib Kairouz ("Kairouz") and Mark Leschly ("Leschly," together with RV VI, RCP, RMV VI, Ruch and Kairouz, collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) 3,568,057 shares are held by RV VI. RMV VI is the general partner of RV VI and RCP is the managing member of RMV VI. As such, RMV VI and RCP possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. RMV VI and RCP hold no shares of the Issuer directly. Ruch, Kairouz and Leschly are managing members of RCP and as such, Ruch, Kairouz and Leschly possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. Ruch, Kairouz and Leschly hold no shares of the Issuer directly.

(3) The percentage set forth on the cover sheets is calculated based on 32,608,485 shares of Common Stock reported to be outstanding as of October 27, 2017 as set forth in the Issuer's Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission ("SEC") on November 2, 2017.

Page 2

**CUSIP No. 13G
140755109**

1. Names of
Reporting Persons
RMV VI, L.L.C.
Check the
Appropriate Box
if a Member of a
2. Group (see
instructions)

- (a) ..
(b) (1)
3. SEC USE ONLY
Citizenship or
Place of
4. Organization

Delaware

- Sole Voting
5. Power
0 shares
Shared
Voting
Power
Number of
Shares 6. **3,568,057**
Beneficially **shares of**
Common
Owned by **Stock (2)**
Sole
Dispositive
Each 7. Power
Reporting **0 shares**
Person Shared
With: Dispositive
Power
8. **3,568,057**
shares of
Common
Stock (2)
9. Aggregate
Amount
Beneficially
Owned by Each

Reporting Person

**3,568,057 shares
of Common
Stock (2)**

Check if the
Aggregate
Amount in Row

10. (9) Excludes ..
Certain Shares
(see instructions)

Percent of Class
Represented by
Amount in Row 9

11.

10.9% (3)
Type of Reporting
Person (see
instructions)

12.

OO

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.

3,568,057 shares are held by RV VI. RMV VI is the general partner of RV VI and RCP is the managing member of RMV VI. As such, RMV VI and RCP possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. RMV VI and RCP

(2) hold no shares of the Issuer directly. Ruch, Kairouz and Leschly are managing members of RCP and as such, Ruch, Kairouz and Leschly possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. Ruch, Kairouz and Leschly hold no shares of the Issuer directly.

The percentage set forth on the cover sheets is calculated based on 32,608,485 shares of Common Stock reported to

(3) be outstanding as of October 27, 2017 as set forth in the Issuer’s Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission (“SEC”) on November 2, 2017.

**CUSIP No. 13G
140755109**

1. Names of
Reporting Persons
**Rho Capital
Partners LLC**
2. Check the
Appropriate Box
if a Member of a
Group (see
instructions)

- (a) ..
(b) (1)
3. SEC USE ONLY
Citizenship or
Place of
4. Organization

Delaware

- Sole Voting
Power
- 5.
- Number of
Shares
- 0 shares
Shared
Voting
Power

6. **3,568,057**
shares of
Common
Stock (2)
- Owned by
Sole
Dispositive
Power
- Each
- 7.

- Reporting
Person
With:
- 0 shares
Shared
Dispositive
Power

8. **3,568,057**
shares of
Common
Stock (2)
9. Aggregate
Amount
Beneficially

Owned by Each
Reporting Person

**3,568,057 shares
of Common
Stock (2)**

Check if the
Aggregate
Amount in Row
(9) Excludes ..
Certain Shares
(see instructions)

10.

Percent of Class
Represented by
Amount in Row 9

11.

10.9% (3)
Type of Reporting
Person (see
instructions)

12.

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
3,568,057 shares are held by RV VI. RMV VI is the general partner of RV VI and RCP is the managing member of RMV VI. As such, RMV VI and RCP possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. RMV VI and RCP
- (2) hold no shares of the Issuer directly. Ruch, Kairouz and Leschly are managing members of RCP and as such, Ruch, Kairouz and Leschly possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. Ruch, Kairouz and Leschly hold no shares of the Issuer directly.
- The percentage set forth on the cover sheets is calculated based on 32,608,485 shares of Common Stock reported to
- (3) be outstanding as of October 27, 2017 as set forth in the Issuer’s Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission (“SEC”) on November 2, 2017.

**CUSIP No. 13G
140755109**

1. Names of
Reporting Persons
Joshua Ruch
Check the
Appropriate Box
if a Member of a
2. Group (see
instructions)

- (a) ..
(b) (1)
3. SEC USE ONLY
Citizenship or
Place of
4. Organization

**United States of
America**

- Sole Voting
5. Power
0 shares
Shared
Number of Voting
Power

- Shares 6. **3,568,057**
Beneficially **shares of**
Common
Owned by **Stock (2)**
Sole
Each Dispositive
7. Power

- Reporting **0 shares**
Person Shared
With: Dispositive
Power

8. **3,568,057**
shares of
Common
Stock (2)
9. Aggregate
Amount
Beneficially

Owned by Each
Reporting Person

**3,568,057 shares
of Common
Stock (2)**

Check if the
Aggregate
Amount in Row
(9) Excludes ..
Certain Shares
(see instructions)

10.

Percent of Class
Represented by
Amount in Row 9

11.

10.9% (3)
Type of Reporting
Person (see
instructions)

12.

IN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
3,568,057 shares are held by RV VI. RMV VI is the general partner of RV VI and RCP is the managing member of RMV VI. As such, RMV VI and RCP possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. RMV VI and RCP (2) hold no shares of the Issuer directly. Ruch, Kairouz and Leschly are managing members of RCP and as such, Ruch, Kairouz and Leschly possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. Ruch, Kairouz and Leschly hold no shares of the Issuer directly.
The percentage set forth on the cover sheets is calculated based on 32,608,485 shares of Common Stock reported to (3) be outstanding as of October 27, 2017 as set forth in the Issuer’s Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission (“SEC”) on November 2, 2017.

**CUSIP No. 13G
140755109**

1. Names of
Reporting Persons

Mark Leschly

Check the
Appropriate Box
if a Member of a

2. Group (see
instructions)

(a) "

(b) (1)

3. SEC USE ONLY

Citizenship or

Place of

4. Organization

**Kingdom of
Denmark**

Sole Voting

Power

5.

0 shares

Shared

Voting

Power

Number of

Shares

6. **3,568,057**

Beneficially

**shares of
Common**

Owned by

Stock (2)

Sole

Each

Dispositive

7. Power

Reporting

0 shares

Person

Shared

With:

Dispositive

Power

8.

**3,568,057
shares of
Common
Stock (2)**

9.

Aggregate

Amount

Beneficially

Owned by Each
Reporting Person

**3,568,057 shares
of Common
Stock (2)**

Check if the
Aggregate
Amount in Row
(9) Excludes ..
Certain Shares
(see instructions)

10.

Percent of Class
Represented by
Amount in Row 9

11.

10.9% (3)
Type of Reporting
Person (see
instructions)

12.

IN

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.

3,568,057 shares are held by RV VI. RMV VI is the general partner of RV VI and RCP is the managing member of RMV VI. As such, RMV VI and RCP possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. RMV VI and RCP (2) hold no shares of the Issuer directly. Ruch, Kairouz and Leschly are managing members of RCP and as such, Ruch, Kairouz and Leschly possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. Ruch, Kairouz and Leschly hold no shares of the Issuer directly.

The percentage set forth on the cover sheets is calculated based on 32,608,485 shares of Common Stock reported to (3) be outstanding as of October 27, 2017 as set forth in the Issuer’s Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission (“SEC”) on November 2, 2017.

Page 6

**CUSIP No. 13G
140755109**

1. Names of
Reporting Persons

Habib Kairouz

Check the
Appropriate Box
if a Member of a

2. Group (see
instructions)

(a) ..

(b) (1)

3. SEC USE ONLY

Citizenship or

Place of

4. Organization

**United States of
America**

Sole Voting

Power

5.

0 shares

Shared

Voting

Power

Number of

Shares

6. **3,568,057**

Beneficially

**shares of
Common**

Owned by

Stock (2)

Sole

Each

Dispositive

7. Power

Reporting

0 shares

Person

Shared

With:

Dispositive

Power

8.

3,568,057

**shares of
Common**

Stock (2)

9.

Aggregate

Amount

Beneficially

Owned by Each
Reporting Person

**3,568,057 shares
of Common
Stock (2)**

Check if the
Aggregate
Amount in Row
(9) Excludes ..
Certain Shares
(see instructions)

10.

Percent of Class
Represented by
Amount in Row 9

11.

10.9% (3)
Type of Reporting
Person (see
instructions)

12.

IN

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.

3,568,057 shares are held by RV VI. RMV VI is the general partner of RV VI and RCP is the managing member of RMV VI. As such, RMV VI and RCP possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. RMV VI and RCP (2) hold no shares of the Issuer directly. Ruch, Kairouz and Leschly are managing members of RCP and as such, Ruch, Kairouz and Leschly possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. Ruch, Kairouz and Leschly hold no shares of the Issuer directly.

The percentage set forth on the cover sheets is calculated based on 32,608,485 shares of Common Stock reported to (3) be outstanding as of October 27, 2017 as set forth in the Issuer’s Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission (“SEC”) on November 2, 2017.

Page7

Introductory Note: This Amendment No. 2 to Schedule 13G is filed by the Reporting Persons in respect of shares of Common Stock, par value \$0.001 per share (“Common Stock”), of Cara Therapeutics, Inc. (the “Issuer”).

Item 1(a). Name of Issuer:

Cara Therapeutics, Inc.

Item 1(b). Address of Issuer’s Principal Executive Officers:

Cara Therapeutics, Inc., 1 Parrott Drive, Shelton, CT 06484

Item 2(a). Name of Person(s) Filing:

Rho Ventures VI, L.P. (“RV VI”)

RMV VI, L.L.C. (“RMV VI”)

Rho Capital Partners LLC (“RCP”)

Joshua Ruch (“Ruch”)

Mark Leschly (“Leschly”)

Habib Kairouz (“Kairouz”)

Item 2(b). Address of Principal Business Office:

Rho Ventures, 152 W 57th Street, 23rd Floor, New York, New York 10019

Item 2(c). Citizenship:

RV VI Delaware

RMV VI Delaware

RCP Delaware

Ruch United States of America

Leschly Kingdom of Denmark

Kairouz United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share.

Item 2(e). CUSIP Number:

140755109

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Page 8

Item 4(a). Amount Beneficially Owned:

Item 4(b). Percent of Class:

Item 4(c). Number of shares as to which such persons have:

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2017:

Reporting Persons	Shares Held	Sole Voting Power (1)	Shared Voting Power (1)	Sole Dispositive Power (1)	Shared Dispositive Power (1)	Beneficial Ownership (1)	Percentage of Class (1, 3)
RV VI	3,568,057	0	3,568,057	0	3,568,057	3,568,057	10.9%
RMV VI (2)	0	0	3,568,057	0	3,568,057	3,568,057	10.9%
RCP (2)	0	0	3,568,057	0	3,568,057	3,568,057	10.9%
Ruch (2)	0	0	3,568,057	0	3,568,057	3,568,057	10.9%
Leschly (2)	0	0	3,568,057	0	3,568,057	3,568,057	10.9%
Kairouz (2)	0	0	3,568,057	0	3,568,057	3,568,057	10.9%

(1) Represents the number of shares of Common Stock currently underlying all Securities held by the Reporting Persons.

RMV VI is the general partner of RV VI and RCP is the managing member of RMV VI. As such, RMV VI and RCP possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. RMV VI and RCP hold no shares of the Issuer directly.

(2) Ruch, Kairouz and Leschly are managing members of RCP and as such, Ruch, Kairouz and Leschly possess power to direct the voting and disposition of the shares owned by RV VI and may be deemed to have indirect beneficial ownership of the shares held by RV VI. Ruch, Kairouz and Leschly hold no shares of the Issuer directly.

The percentage set forth above is calculated based on 32,608,485 shares of Common Stock reported to be outstanding as of October 27, 2017 as set forth in the Issuer's Form 10-Q for the period ended September 30, 2016 as filed with the SEC on November 2, 2017.

Item 5. Ownership of Five Percent or Less of a Class:

No applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

Not applicable.

Page9

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2018

RHO VENTURES VI, L.P.

By: RMV VI, L.L.C.

Its: General Partner

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer

RMV VI, l.l.c.

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer

RHO CAPITAL PARTNERS LLC

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer for Joshua Ruch

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer for Mark Leschly

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer for Habib Kairouz

Exhibit(s):

- 1: Joint Filing Statement
- 2: Power of Attorney

Page 10

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Cara Therapeutics, Inc.

Dated: February 7, 2018

RHO VENTURES VI, L.P.

By: RMV VI, L.L.C.

Its: General Partner

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer

RMV VI, l.l.c.

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer

RHO CAPITAL PARTNERS LLC

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer for Joshua Ruch

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer for Mark Leschly

/s/ Peter Kalkanis

Peter Kalkanis, Authorized Signer for Habib Kairouz

Page11

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Peter Kalkanis, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Cara Therapeutics, Inc. (the "Company") and/or 5% or 10% holder of the Company's capital stock, Forms 3, 4, and 5 as well as any Section 13D or 13G filings and any amendments thereto in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of February, 2018.

RHO VENTURES VI, L.P.

By: RMV V, L.L.C., its General Partner

By: Rho Capital Partners LLC, its Managing Member

By: /s/ Habib Kairouz

Habib Kairouz

Managing Member

RMV VI, L.L.C.

By: Rho Capital Partners LLC, its Managing Member

By: /s/ Habib Kairouz

Habib Kairouz

Managing Member

RHO CAPITAL PARTNERS LLC

By: /s/ Habib Kairouz

Habib Kairouz

Managing Member

/s/ Habib Kairouz

Habib Kairouz

/s/ Joshua Ruch

Joshua Ruch

/s/ Mark Leschly

Mark Leschly

Page 13