

Mohindru Mani
Form 4
November 16, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Mohindru Mani

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CARA THERAPEUTICS, INC., 4 STAMFORD PLAZA, 107 ELM STREET, 9TH FL

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & Chief Strategy Officer

(Street)

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

STAMFORD, CT 06902

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	11/15/2018		M ⁽¹⁾		16,042	A	\$ 14.06
Common Stock	11/15/2018		S ⁽¹⁾		16,042	D	\$ 18.50

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 14.06	11/15/2018		M ⁽¹⁾	16,042	<u>(2)</u>	08/15/2027	Common Stock	16,042

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Mohindru Mani C/O CARA THERAPEUTICS, INC. 4 STAMFORD PLAZA, 107 ELM STREET, 9TH FL STAMFORD, CT 06902			CFO & Chief Strategy Officer	

Signatures

/s/Darren DeStefano,
Attorney-in-Fact

11/16/2018

__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) This exercise and corresponding sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 7, 2018.

(2) One-fourth (1/4th) of the 385,000 shares subject to this option vested and became exercisable on August 15, 2018; the balance of the shares shall vest and become exercisable in a series of 36 successive equal monthly installments measured from August 15, 2018, subject to the reporting person's continuous service with the issuer as of each such date.

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.