

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
State of New Jersey Common
Pension Fund D

(Last) (First) (Middle)

50 WEST STATE STREET, 9TH
FLOOR

(Street)

TRENTON, NJ 08608-0290

(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)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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)**

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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 a)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
8% Convertible Notes due 2019	(1)	11/14/2016		J		\$ 3,261,000		(1)	(1)	Common Stock
Preferred Stock	(2)	11/14/2016		J		911,011		(3)	(3)	Common Stock
8% Convertible Notes due 2024	(4)	11/14/2016		J		\$ 3,097,018		(5)	06/22/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

State of New Jersey Common Pension Fund D
50 WEST STATE STREET, 9TH FLOOR
TRENTON, NJ 08608-0290

See Remarks

Signatures

STATE OF NEW JERSEY COMMON PENSION FUND D By: The Division of Investment
By: /s/ Christopher McDonough Christopher McDonough Director

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 dated thereof, by and among the Issuer and the Noteholders, CPFD agreed (i) to exchange \$163,982 in aggregate principal amount of the Senior Notes for 911,011 shares of Preferred Stock and (ii) to extend the maturity date and modify the conversion terms of CPFD's remaining \$3,097,018 in aggregate principal amount Senior Notes (the "Remaining 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 Stock. The Preferred Stock is not currently convertible. CPFD expressly disclaims beneficial ownership of the shares of Common Stock underlying the Preferred Stock.
- (4) The conversion rate for the Senior Notes is equal to 148.3019 shares of the Issuer'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

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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. CPFD expressly disclaims beneficial ownership of the shares of Common Stock underlying the Remaining Senior Notes.

- (6) CPFD is one of several common trust funds established pursuant to New Jersey State law for the purpose of investing the assets of seven State pension funds. CPFD is managed by the Division of Investment, Department of the Treasury, State of New Jersey under the supervision of the State Investment Council ("Council"). Investment authority for CPFD is vested in the Director of the Division of Investment, who is appointed by the State Treasurer of the State of New Jersey from candidates nominated by the Council.

Remarks:

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

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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