

TETRALOGIC PHARMACEUTICALS CORP

Form 3

November 14, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*Â NOMURA SECURITIES  
INTERNATIONAL, INC.

(Last) (First) (Middle)

WORLDWIDE PLAZA, 309  
WEST 49TH STREET,Â

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
11/02/20163. Issuer Name **and** Ticker or Trading Symbol

TETRALOGIC PHARMACEUTICALS CORP [TLOG]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☐ Officer ☒ Other  
(give title below) (specify below)  
See Remarks6. 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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Exercisable      Expiration Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title      Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
8% Senior Convertible Notes due 2019	Â (1)	Â (2)	Common Stock	473,972	\$ (3)	D (4)	Â

## 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	Â	Â	Â	See Remarks
NOMURA HOLDINGS INC 1-9-1 NIHONBASHI CHUO-KU TOKYO, M0 103-8645	Â	Â	Â	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 5(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 Senior Notes became currently convertible at the option of the holder into shares of common stock following the Issuer's entry into an Asset Purchase Agreement (the "Asset Purchase Agreement"), dated November 2, 2016, among the Issuer, its wholly-owned subsidiary TetraLogic Research and Development Corporation and Medivir AB ("Medivir"), pursuant to which the Issuer agreed to sell all or substantially all of its assets to Medivir (the "Asset Sale").
- (2) As of November 2, 2016, under the Indenture, dated as of June 23, 2014, between the Issuer and U.S. Bank National Association, as Trustee (the "Indenture"), the Senior Notes were convertible into Common Stock at any time from or after the effective date of the Asset Sale or event until the 35th Trading Day (as defined in the Indenture) immediately following the effective date of the Asset Sale.
- (3) The conversion rate for the Senior Notes is equal 148.3019 shares of the 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.
- (4) These Senior Notes 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 Senior Notes held by NSI.

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### Remarks:

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

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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