

Cara Therapeutics, Inc.  
Form 3  
January 30, 2014

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

OMB APPROVAL

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**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                               |  |
| RHO Ventures VI LP                        |         | (Month/Day/Year)                     | Cara Therapeutics, Inc. [CARA]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         |                                      | (Check all applicable)   |  |
| 152 WEST 57TH STREET,<br>23RD FLOOR,      |         |                                      | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner        |
| (Street)                                  |         |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
| NEW YORK, NY                              |         |                                      | (give title below) (specify below)   |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 0  | D   |  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                          | Date Exercisable | Expiration Date | Amount or Number of Shares       | or Indirect (I) (Instr. 5) |
|--------------------------|------------------|-----------------|----------------------------------|----------------------------|
| Series D Preferred Stock | Â (1)            | Â (1)           | Common Stock<br>2,442,239 \$ (1) | I See Footnote (2)         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RHO Ventures VI LP<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019                           | Â             | Â X       | Â       | Â     |
| RMV VI, L.L.C.<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019           | Â             | Â X       | Â       | Â     |
| Rho Capital Partners LLC<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019 | Â             | Â X       | Â       | Â     |
| KAIROUZ HABIB<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019            | Â             | Â X       | Â       | Â     |
| LESCHLY MARK<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019             | Â             | Â X       | Â       | Â     |
| RUCH JOSHUA<br>C/O RHO VENTURES<br>152 WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019              | Â             | Â X       | Â       | Â     |

## Signatures

/s/Darren DeStefano,  
Attorney-in-Fact 01/30/2014

\*\*Signature of Reporting Person Date

Darren DeStefano,  
Attorney-in-Fact 01/30/2014

\*\*Signature of Reporting Person Date

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Attorney-in-Fact 01/30/2014

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Attorney-in-Fact 01/30/2014

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Attorney-in-Fact 01/30/2014

\_\_Signature of Reporting Person Date

Darren DeStefano,  
Attorney-in-Fact 01/30/2014

\_\_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 Series D Preferred Stock held by the reporting persons will automatically convert on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering. The Series D Preferred Stock has no expiration date.  

These securities are owned directly by Rho Ventures VI, L.P. ("Ventures"). RMV VI, L.L.C. ("RMV") is the general partner of Ventures and Rho Capital Partners LLC ("Partners") is the managing member of RMV. Mark Leschly, Habib Kairouz and Joshua Ruch are
- (2) managing members of Partners and exercise shared voting and investment power with respect to the shares owned by Ventures. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his or its respective pecuniary interest therein.

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### Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

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.