

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RHO Ventures VI LP</u> (Last) (First) (Middle) <u>152 WEST 57TH STREET, 23RD FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cara Therapeutics, Inc. [CARA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2014		C ⁽¹⁾		2,442,239	A	\$0.00	2,442,239	I	See Footnote ⁽²⁾
Common Stock	02/05/2014		P		225,818	A	\$11	2,668,057	I	See Footnote ⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Preferred Stock	(1)	02/05/2014		C			6,105,598	(1)	(1)	Common Stock	2,442,239	\$0.00	0	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person*
RHO Ventures VI LP

 (Last) (First) (Middle)
152 WEST 57TH STREET, 23RD FLOOR

 (Street)
NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Rho Capital Partners LLC

 (Last) (First) (Middle)
C/O RHO VENTURES
152 WEST 57TH STREET, 23RD FLOOR

 (Street)
NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RMV VI, L.L.C.

 (Last) (First) (Middle)
C/O RHO VENTURES
152 WEST 57TH STREET, 23RD FLOOR

 (Street)
NEW YORK NY 10019

 (City) (State) (Zip)

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
KAIROUZ HABIB

(Last) (First) (Middle)
C/O RHO VENTURES
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
LESCHLY MARK

(Last) (First) (Middle)
C/O RHO VENTURES
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
RUCH JOSHUA

(Last) (First) (Middle)
C/O RHO VENTURES
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

- The Series D Preferred Stock held by Rho Ventures VI, L.P. ("Ventures") automatically converted on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering.
- These securities are owned directly by 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 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.

Remarks:

[/s/Darren DeStefano, Attorney-in-Fact](#) [02/05/2014](#)
[Darren DeStefano, Attorney-in-Fact](#) [02/05/2014](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.