FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average h | nurden | | | | | | | | | |

0.5

hours per response:

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

| | | | | Oi | Secu | on 30(n) (| or trie | investment c | company A | 31 01 1940 | | | | | | | |
|---|---|----------------|--------------------|-------------|--|------------|---|---|------------|-------------------|---------------------------|---|------------------------------|--------------------------------|------------|-------------------------------|---------------------------|
| 1. Name and Address of Reporting Person* <u>Stauffer Joseph William</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>Cara Therapeutics, Inc.</u> [CARA] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| | | | | | | _ | | | | | | | Directo | | | 10% Ov | |
| | | | | | | | | | | | | X | below) | (give title | | Other (s | spесіту |
| (Last) | ` | , | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 03/30/2016 | | | | | | Chief Medical Officer | | | | | | |
| C/O CARA THERAPEUTICS, INC., | | | | | 03/30/2010 | | | | | | | | Jilici ivica | ircur (| Officer | | |
| ONE PA | RROTT DE | RIVE | | | | | | | | | | | | | | | |
| | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) | | | | | | | | | | | l l | Line) | | | | | |
| SHELTO | ON C | г | 06484 | | | | | | | | | X | Form f | iled by One | Repo | orting Perso | n |
| UTILLIC | ,,, C | • | 00101 | | | | | | | | | | | | e than | One Repo | rting |
| | | | | | | | | | | | | | Persor | 1 | | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | |
| | | Tab | le I - Non-D | erivativ | e Se | curities | s Ac | quired, D | isposed | of, or B | enefici | ially | Owned | | | | |
| Date | | | | Transaction | action 2A. Deemed 3. 4. Securities Acquired | | | | | | | 5. Amou | nt of 6. O | | wnership | 7. Nature | |
| | | | | | Day/Year) Execution Date, if any (Month/Day/Year | | | e, Transaction Disposed Of (D) (Instr. 3 Code (Instr. 5) | | | str. 3, 4 a | and | Securitie Beneficia | | | | of Indirect Beneficial |
| | | | | Ontin Day 1 | | | | | | 3/ | | | Owned F | Following (I) (I | | Instr. 4) | Ownership |
| | | | | | | | Code V | A | (A) or _ | | ce | Reported Transact | | | | (Instr. 4) | |
| | | | | | | | | Code | Amour | Amount (A) or (D) | | te | (Instr. 3 and 4) | | | | |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | |
| | | | | | | | | , options | | | | | | | | | |
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | . 5. Number | | | 6. Date Exercisable and 7. Title and Amo | | | nd Amou | unt 8. | . Price of | 9. Number of | | 10. | 11. Nature |
| Derivative | Conversion | Date | Execution Date | | | of | | Expiration Date of Securitie (Month/Day/Year) Underlying | | | | Derivati | | | | Ownership Form: | |
| | | | Code (ar) 8) | (instr. | Securities | | Derivative Secu | | | | Security urity (Instr. 5) | | Securities Beneficially | | Direct (D) | Ownership | |
| Derivative Security | | | | | Acquired (Instr. 3 and 4) (A) or Disposed | | | | | | and 4) | | | Owned Following Reported | | or Indirect (I) (Instr. 4) | (Instr. 4) |
| | | | | | | | | | | | | | | | | | |
| | | | | | of (D) (In 3, 4 and | | | | | | | | Transaction(s) (Instr. 4) | | | | |
| | | | | | 1, , , , | | + | | | Amou | t | | (, | | | | |
| | | | | | | | | | | | or | 1 | | | | | |
| | | | | | | | | Date | Expiration | , | Numb of | er | | | | | |
| | | | | Code | v | (A) | (D) | Exercisable | Date | Title | Share | s | | | | | |
| Employee | | | | | | | | | | | | | | | | | |
| Stock Option | \$6 | 03/30/2016 | | , | | 66,000 | | (1) | 03/30/202 | Common | 66,00 | 00 | \$0.00 | 66,000 | , | D | |
| (Right to | Φυ | 03/30/2010 | | A | | 00,000 | | (1) | 03/30/202 | Stock | 100,00 | " | φυ.υυ | 00,000 | ′ | ט | |
| Buy) | | | | | | | | | | | 1 | | | | | | |

Explanation of Responses:

1. The shares shall vest and become exercisable in a series of 48 successive equal monthly installments beginning on April 30, 2016, in each case subject to the Reporting Person's Continuous service (as that term is defined in the Issuer's 2014 Equity Incentive Plan) as of each such date.

Remarks:

/s/Darren DeStefano, Attorney-04/01/2016 in-Fact

** 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.