

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>ALTA BIOPHARMA PARTNERS III LP</b>			2. Issuer Name and Ticker or Trading Symbol <b>Cara Therapeutics, Inc. [ CARA ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/05/2014</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
<b>ONE EMBARCADERO CENTER, 37TH FLOOR</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<b>SAN FRANCISCO</b>	<b>CA</b>	<b>94111</b>						
(City)	(State)	(Zip)							

**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	(A) or (D)	Price			
Common Stock	02/05/2014		C <sup>(1)</sup>		1,118,675	A	\$0.00	1,118,675	I	See Footnote <sup>(2)</sup>
Common Stock	02/05/2014		C <sup>(3)</sup>		531,442	A	\$0.00	1,650,117	I	See Footnote <sup>(2)</sup>
Common Stock	02/05/2014		P		103,330	A	\$11	1,753,447	I	See Footnote <sup>(2)</sup>
Common Stock	02/05/2014		C <sup>(1)</sup>		75,129	A	\$0.00	75,129	I	See Footnote <sup>(4)</sup>
Common Stock	02/05/2014		C <sup>(3)</sup>		35,691	A	\$0.00	110,820	I	See Footnote <sup>(4)</sup>
Common Stock	02/05/2014		P		6,940	A	\$11	117,760	I	See Footnote <sup>(4)</sup>
Common Stock	02/05/2014		C <sup>(1)</sup>		27,568	A	\$0.00	27,568	I	See Footnote <sup>(5)</sup>
Common Stock	02/05/2014		C <sup>(3)</sup>		13,097	A	\$0.00	40,665	I	See Footnote <sup>(5)</sup>
Common Stock	02/05/2014		P		2,547	A	\$11	43,212	I	See Footnote <sup>(5)</sup>

**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 C Preferred Stock	(1)	02/05/2014		C			2,363,654	(1)	(1)	Common Stock	1,118,675	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series C Preferred Stock	(1)	02/05/2014		C			158,741	(1)	(1)	Common Stock	75,129	\$0.00	0	I	See Footnote <sup>(4)</sup>
Series C Preferred Stock	(1)	02/05/2014		C			58,250	(1)	(1)	Common Stock	27,568	\$0.00	0	I	See Footnote <sup>(5)</sup>
Series D Preferred Stock	(3)	02/05/2014		C			1,328,604	(3)	(3)	Common Stock	531,442	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series D Preferred Stock	(3)	02/05/2014		C			89,227	(3)	(3)	Common Stock	35,691	\$0.00	0	I	See Footnote <sup>(4)</sup>
Series D Preferred Stock	(3)	02/05/2014		C			32,742	(3)	(3)	Common Stock	13,097	\$0.00	0	I	See Footnote <sup>(5)</sup>

1. Name and Address of Reporting Person\*

[ALTA BIOPHARMA PARTNERS III LP](#)

(Last) (First) (Middle)  
ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ALTA BIOPHARMA MANAGEMENT III LLC](#)

(Last) (First) (Middle)  
C/O ALTA PARTNERS  
ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG](#)

(Last) (First) (Middle)  
C/O ALTA PARTNERS  
ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC](#)

(Last) (First) (Middle)  
C/O ALTA PARTNERS  
ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CHAMPSI FARAH](#)

(Last) (First) (Middle)  
C/O ALTA PARTNERS  
ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[HURWITZ EDWARD](#)

(Last) (First) (Middle)  
C/O ALTA PARTNERS  
ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)  
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

PENHOET EDWARD

(Last) (First) (Middle)

C/O ALTA PARTNERS  
ONE EMBARCADERO CENTER, 37TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City)

(State)

(Zip)

**Explanation of Responses:**

- The Series C Preferred Stock held by the reporting persons automatically converted on a 1-for-2.1129 basis into shares of common stock upon the closing of the issuer's initial public offering.
- These shares are held of record by Alta BioPharma Partners III, L.P. ("ABP III"). Alta BioPharma Management III, LLC ("ABM III") is the general partner of ABP III. Edward Hurwitz, a director of the issuer, Farah Champi and Edward Penhoet are directors of ABM III and may be deemed to share dispositive and voting power over the shares held by ABP III. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or its respective pecuniary interest therein.
- The Series D Preferred Stock held by the reporting persons 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 shares are held of record by Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ("GmbH"). ABM III is the managing limited partner of GmbH. Edward Hurwitz, a director of the issuer, Farah Champi and Edward Penhoet are directors of ABM III and may be deemed to share dispositive and voting power over the shares held by GmbH. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or its respective pecuniary interest therein.
- These shares are held of record by Alta Embarcadero BioPharma Partners III, LLC ("Embarcadero"). Edward Hurwitz, a director of the issuer, Farah Champi and Edward Penhoet are the managers of Embarcadero and may be deemed to share dispositive and voting power over the shares held by Embarcadero. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or its respective pecuniary interest therein.

**Remarks:**

Please note that all of these reporting persons are no longer subject to Section 16 Form 4 or Form 5 obligations, with the exception of Edward Hurwitz, who will have an ongoing Section 16 reporting obligation as a director of the issuer.

/s/Darren DeStefano, Attorney-in-Fact 02/05/2014  
Darren DeStefano, Attorney-in-Fact 02/05/2014  
Darren DeStefano, Attorney-in-Fact 02/05/2014  
Darren DeStefano, Attorney-in-Fact 02/05/2014  
Darren DeStefano, Attorney-in-Fact 02/05/2014  
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.**