

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Slagel Dean</u>  (Last) (First) (Middle) <u>C/O ESPERANTE AB</u> <u>PO BOX 30127</u>  (Street) <u>LIMHAMN V7 SE-20061</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) <input checked="" type="checkbox"/> Director 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2014		C <sup>(1)</sup>		80,000	A	\$0.00	1,463,000	I	By Esperante AB <sup>(2)</sup>
Common Stock	02/05/2014		C <sup>(3)</sup>		84,149	A	\$0.00	1,547,149	I	By Esperante AB <sup>(2)</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 A Preferred Stock	(1)	02/05/2014		C			200,000	(1)	(1)	Common Stock	80,000	\$0.00	0	I	By Esperante AB <sup>(2)</sup>
Series D Preferred Stock	(3)	02/05/2014		C			210,373	(3)	(3)	Common Stock	84,149	\$0.00	0	I	By Esperante AB <sup>(2)</sup>

**Explanation of Responses:**

- The Series A Preferred Stock held by Esperante AB 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 owned by Esperante AB. The reporting person is a director of the issuer and the Managing Director of Esperante AB and, as such, holds voting and/or dispositive power of the shares held by Esperante AB. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The Series D Preferred Stock held by Esperante AB automatically converted on a 1-for-2.5 basis into shares of common stock upon the closing of the issuer's initial public offering.

**Remarks:**

/s/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.