

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| 1. Name and Address of Reporting Person* <u>Morrison Jodie Pope</u> (Last) (First) (Middle) C/O TOKAI PHARMACEUTICALS, INC. 255 STATE STREET, 6TH FLOOR (Street) BOSTON MA 02109 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Tokai Pharmaceuticals Inc [TKAI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2015</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 | 07/28/2015 | | M | | 12,000 | A | \$1.58 | 31,551 | D | |
| Common Stock | 07/28/2015 | | S ⁽¹⁾ | | 12,000 | D | \$13.7 ⁽²⁾ | 19,551 | D | |
| Common Stock | 07/29/2015 | | M | | 564 | A | \$1.58 | 20,115 | D | |
| Common Stock | 07/29/2015 | | S ⁽¹⁾ | | 564 | D | \$13.7 | 19,551 | D | |
| Common Stock | 07/29/2015 | | M | | 7,000 | A | \$0.63 | 26,551 | D | |
| Common Stock | 07/29/2015 | | M | | 3,000 | A | \$1.37 | 29,551 | D | |

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 | | | | | |
| Stock Option (right to buy) | \$1.58 | 07/28/2015 | | M | | | 12,000 | (3) | 06/26/2023 | Common Stock 12,000 | \$0.00 | 313,300 | D | |
| Stock Option (right to buy) | \$1.58 | 07/29/2015 | | M | | | 564 | (3) | 06/26/2023 | Common Stock 564 | \$0.00 | 312,736 | D | |
| Stock Option (right to buy) | \$0.63 | 07/29/2015 | | M | | | 7,000 | (4) | 05/05/2019 | Common Stock 7,000 | \$0.00 | 8,015 | D | |
| Stock Option (right to buy) | \$1.37 | 07/29/2015 | | M | | | 3,000 | (4) | 06/29/2021 | Common Stock 3,000 | \$0.00 | 57,878 | D | |

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a trading plan adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.69 to \$13.73 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

3. This option was granted on June 26, 2013. With respect to 258,825 shares underlying the option, 2.0833% of those shares vested on July 1, 2013 and an additional 2.0833% of those shares vest on the first day of each month thereafter through June 1, 2017. With respect to 82,475 shares underlying the option, 8.333% of those shares vested on October 24, 2013 and an additional 2.0833% of those shares vest on the first day of each month thereafter through June 1, 2017. Upon the closing of the Issuers initial public offering in September 2014, the vesting for this option accelerated by 12 months.
4. This option is fully vested.

Remarks:

/s/ Cindy Driscoll, Attorney-
in-Fact

07/30/2015

** 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.