

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> APPLE TREE PARTNERS II LP  (Last) (First) (Middle) 47 HULFISH STREET, SUITE 441  (Street) PRINCETON NJ 08542  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> Tokai Pharmaceuticals Inc [TKAI]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 09/22/2014	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	09/22/2014		C		4,218,632	A	(1)	4,218,641	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 Underlying Securities (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 of Derivative Security: 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)	09/22/2014		C			4,500,000	(1)	(1)	Common Stock	429,799	\$ 0	0	D	
Series B-1 Preferred Stock	(1)	09/22/2014		C			798,067	(1)	(1)	Common Stock	76,224	\$ 0	0	D	
Series B-2 Preferred Stock	(1)	09/22/2014		C			644,786	(1)	(1)	Common Stock	61,584	\$ 0	0	D	
Series C Preferred Stock	(1)	09/22/2014		C			14,604,833	(1)	(1)	Common Stock	1,394,921	\$ 0	0	D	
Series D-1 Preferred Stock	(1)	09/22/2014		C			8,711,335	(1)	(1)	Common Stock	832,028	\$ 0	0	D	
Series D-2 Preferred Stock	(1)	09/22/2014		C			1,539,643	(1)	(1)	Common Stock	147,053	\$ 0	0	D	
Series D-3 Preferred Stock	(1)	09/22/2014		C			13,370,422	(1)	(1)	Common Stock	1,277,023	\$ 0	0	D	

**Explanation of Responses:**

1. The Series A, Series B-1, Series B-2, Series C, Series D-1, Series D-2 and Series D-3 Preferred Stock converted into Common Stock on a 10.47-for-one-basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A, Series B-1, Series B-2, Series C, Series D-1, Series D-2 and Series D-3 Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.

/s/ Cindy Driscoll, Attorney-in-Fact     09/24/2014

\*\* 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.**