

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

1. Name and Address of Reporting Person* Novartis Bioventures Ltd (Last) (First) (Middle) 131 FRONT STREET (Street) HAMILTON, DO HM 12 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Tokai Pharmaceuticals Inc [TKAI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2014	
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	09/22/2014		C		4,319,328	A	(1)	4,319,328	D (2)	
Common Stock	09/22/2014		P		325,000 (3)	A	\$ 15	4,644,328	D (2)	

**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 D-1 Preferred Stock	(1)	09/22/2014		C		15,396,431		(1)	(1)	Common Stock	1,470,528	\$ 0	0	D (2)	
Series D-2 Preferred Stock	(1)	09/22/2014		C		1,539,643		(1)	(1)	Common Stock	147,052	\$ 0	0	D (2)	
Series D-3 Preferred Stock	(1)	09/22/2014		C		13,222,826		(1)	(1)	Common Stock	1,262,925	\$ 0	0	D (2)	
Series E Preferred Stock	(1)	09/22/2014		C		15,064,469		(1)	(1)	Common Stock	1,438,823	\$ 0	0	D (2)	

1. Name and Address of Reporting Person *

Novartis Bioventures Ltd

(Last) (First) (Middle)

131 FRONT STREET

(Street)

HAMILTON, D0 HM D0 12

(City) (State) (Zip)

1. Name and Address of Reporting Person *

NOVARTIS AG

(Last) (First) (Middle)

LICHTSTRASSE 35

(Street)

BASEL V8 4056

(City) (State) (Zip)

Explanation of Responses:

- The Series D-1, Series D-2, Series D-3 and Series E 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 D-1, Series D-2, Series D-3 and Series E 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.
- These shares are directly owned by Novartis Bioventures Ltd. Novartis Bioventures Ltd. is a wholly-owned indirect subsidiary of Novartis AG, which is an indirect beneficial owner of the reported securities.
- Novartis Bioventures Ltd., a wholly-owned indirect subsidiary of Novartis AG, acquired 325,000 shares of Common Stock in the Issuer's initial public offering.

/s/ H.S. Zivi, Deputy
Chairman of Novartis
BioVentures Ltd.; and /s/
Rebecca White, Authorised 09/22/2014
Signatory of Novartis
BioVentures Ltd.

/s/ H.S. Zivi, by Power of
Attorney on behalf of
Novartis AG; and /s/
Rebecca White, by Power of 09/22/2014
Attorney on behalf of
Novartis AG

** 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.