

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> Satter Muneer A  (Last) (First) (Middle) C/O TOKAI PHARMACEUTICALS, INC., ONE BROADWAY, 14TH FLOOR  (Street) CAMBRIDGE MA 01242  (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) 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		1,621,688	A	(1)	1,621,688	I	See footnote. (2)
Common Stock	09/22/2014		P		150,000	A	\$ 15	1,771,688	I	See footnote. (3)

**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)				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			4,577,315	(1)	(1)	Common Stock	437,180	\$ 0	0	I	See footnote. (4)
Series D-2 Preferred Stock	(1)	09/22/2014		C			457,728	(1)	(1)	Common Stock	43,716	\$ 0	0	I	See footnote. (5)
Series D-3 Preferred Stock	(1)	09/22/2014		C			3,931,085	(1)	(1)	Common Stock	375,464	\$ 0	0	I	See footnote. (6)
Series E Preferred Stock	(1)	09/22/2014		C			8,013,003	(1)	(1)	Common Stock	765,328	\$ 0	0	I	See footnote. (7)

**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.
- Includes (a) 745,969 shares of Common Stock that are held by the Muneer A. Satter Revocable Trust for which the Reporting Person serves as trustee and, in such capacity, has sole voting and dispositive power over all such shares and (b) 875,719 shares of Common Stock that are held by various other trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in clause (b) of this footnote, except to the extent of his pecuniary interest therein.
- Various trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager acquired 150,000 shares of Common Stock in the Issuer's initial public offering. In his capacity as trustee, investment advisor or manager, the Reporting Person has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.
- Includes (a) 2,496,718 shares of Series D-1 Preferred Stock that were held by the Muneer A. Satter Revocable Trust for which the Reporting Person serves as trustee and, in such capacity, has sole voting and dispositive power over all such shares and (b) 2,080,597 shares of Series D-1 Preferred Stock that were held by various other trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in clause (b) of this footnote, except to the extent of his pecuniary interest therein.
- Includes (a) 249,671 shares of Series D-2 Preferred Stock that were held by the Muneer A. Satter Revocable Trust for which the Reporting Person serves as trustee and, in such capacity, has sole voting and dispositive power over all such shares and (b) 208,057 shares of Series D-2 Preferred Stock that were held by various other trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in clause (b) of this footnote, except to the extent of his pecuniary interest therein.
- Includes (a) 2,144,236 shares of Series D-3 Preferred Stock that were held by the Muneer A. Satter Revocable Trust for which the Reporting Person serves as trustee and, in such capacity, has sole voting and dispositive power over all such shares and (b) 1,786,849 shares of Series D-3 Preferred Stock that were held by various other trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in clause (b) of this footnote, except to the extent of his pecuniary interest therein.
- Includes (a) 2,919,671 shares of Series E Preferred Stock that were held by the Muneer A. Satter Revocable Trust for which the Reporting Person serves as trustee and, in such capacity, has sole voting and dispositive power over all such shares and (b) 5,093,332 shares of Series E Preferred Stock that were held by various other trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive power over all such shares. The Reporting Person disclaims beneficial ownership of all shares included in clause (b) of this footnote, except to the extent of his pecuniary interest therein.

/s/ Jon-Micheal A. Wheat,      09/24/2014  
by Power of Attorney

\*\* Signature of Reporting      Date  
Person

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.

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