

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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> Stewart Susan B. <hr/> (Last) (First) (Middle) C/O TOKAI PHARMACEUTICALS, INC., ONE BROADWAY, 14TH FLOOR <hr/> (Street) CAMBRIDGE MA 02142 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 09/16/2014	<b>3. Issuer Name and Ticker or Trading Symbol</b> Tokai Pharmaceuticals Inc [TKAI]	
		<b>4. 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>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares <sup>M</sup>			
Stock Option (right to buy)	(1)	11/17/2019	Common Stock	14,326	\$ 0.63	D	
Stock Option (right to buy)	(2)	02/11/2020	Common Stock	15,119	\$ 1.37	D	
Stock Option (right to buy)	(3)	06/29/2021	Common Stock	34,183	\$ 1.37	D	
Stock Option (right to buy)	(4)	09/07/2021	Common Stock	39,337	\$ 1.37	D	
Stock Option (right to buy)	(5)	06/26/2023	Common Stock	55,838	\$ 1.58	D	

**Explanation of Responses:**

1. This option is fully vested.
2. This option is fully vested.
3. This option was granted on June 29, 2011, with 2.0833% of the shares underlying the option vesting on July 1, 2011 and an additional 2.0833% vesting on the first day of each month thereafter through June 1, 2015.
4. This option was granted on September 7, 2011. With respect to 3,420 shares underlying the option, 2.0833% of those shares vested on October 1, 2011 and an additional 2.0833% of those shares vest on the first day of each month thereafter through September 1, 2015. With respect to 4,276 shares underlying the option, 2.0833% of those shares vested on October 7, 2011 and an additional 2.0833% of those shares vest on the first day of each month thereafter through September 1, 2015. With respect to 14,025 shares underlying the option, 8.3333% of those shares vested on January 27, 2012 and an additional 2.0833% of those shares vest on the first day of each month thereafter through September 1, 2015. With respect to 17,616 shares underlying the option, 20.8333% of those shares vested on July 12, 2012 and an additional 2.0833% of those shares vest on the first day of each month thereafter through September 1, 2015.
5. This option was granted on June 26, 2013. With respect to 31,458 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 24,380 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.

/s/ Susan B. Stewart                      09/16/2014

\*\* 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 5(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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