

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> Harrison Seth Loring  (Last) (First) (Middle) C/O TOKAI PHARMACEUTICALS, INC., ONE BROADWAY, 14TH FLOOR  (Street) CAMBRIDGE MA 02142  (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		7,549,570	A	(1)	7,549,579	I	See footnote. (2)
Common Stock	09/22/2014		P		362,500	A	\$ 15	7,912,079	I	See footnote. (3)
Common Stock								212,694	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	I	See footnote. (4)
Series B-1 Preferred Stock	(1)	09/22/2014		C			798,067	(1)	(1)	Common Stock	76,224	\$ 0	0	I	See footnote. (4)
Series B-2 Preferred Stock	(1)	09/22/2014		C			644,786	(1)	(1)	Common Stock	61,584	\$ 0	0	I	See footnote. (4)
Series C Preferred Stock	(1)	09/22/2014		C			14,604,833	(1)	(1)	Common Stock	1,394,921	\$ 0	0	I	See footnote. (4)
Series D-1 Preferred Stock	(1)	09/22/2014		C			8,711,335	(1)	(1)	Common Stock	832,028	\$ 0	0	I	See footnote. (4)
Series D-2 Preferred Stock	(1)	09/22/2014		C			1,539,643	(1)	(1)	Common Stock	147,053	\$ 0	0	I	See footnote. (4)
Series D-3 Preferred Stock	(1)	09/22/2014		C			24,046,035	(1)	(1)	Common Stock	2,296,661	\$ 0	0	I	See footnote. (5)
Series E Preferred Stock	(1)	09/22/2014		C			24,199,308	(1)	(1)	Common Stock	2,311,300	\$ 0	0	I	See footnote. (6)

**Explanation of Responses:**

- The Series A, Series B-1, Series B-2, Series C, 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 A, Series B-1, Series B-2, Series C, 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) 4,218,641 shares of Common Stock that are held by Apple Tree Partners II, L.P. and (b) 3,330,938 shares of Common Stock that are held by Apple Tree Partners II - Annex, L.P. The Reporting Person is a principal of the general partner of each of Apple Tree Partners II, L.P. and Apple Tree Partners II - Annex, L.P. and disclaims beneficial ownership of the shares held by each of Apple Tree Partners II, L.P. and Apple Tree Partners II - Annex, L.P., except to the extent of his pecuniary interest therein. The Reporting Person has sole voting and investment control and power over the shares held by Apple Tree Partners II, L.P. and Apple Tree Partners II - Annex, L.P.
- Includes (a) 237,500 shares of Common Stock acquired by Apple Tree Partners II - Annex, L.P. in the Issuer's initial public offering and (b) 125,000 shares of Common Stock acquired by Apple Tree Partners IV, L.P. in the Issuer's initial public offering. The Reporting Person is a principal of the general partner of each of Apple Tree Partners II - Annex, L.P. and Apple Tree Partners IV, L.P. and disclaims beneficial ownership of the shares held by each of Apple Tree Partners II - Annex, L.P. and Apple Tree Partners IV, L.P., except to the extent of his pecuniary interest therein. The Reporting Person has sole voting and investment control and power over the shares held by Apple Tree Partners II - Annex, L.P. and Apple Tree Partners IV, L.P.
- These shares were held by Apple Tree Partners II, L.P. The Reporting Person is a principal of the general partner of Apple Tree Partners II, L.P. and disclaims beneficial ownership of the shares held by Apple Tree Partners II, L.P., except to the extent of his pecuniary interest therein. The Reporting Person has sole voting and investment control and power over the shares held by Apple Tree Partners II, L.P.
- Includes (a) 13,370,422 shares of D-3 Preferred Stock that were held by Apple Tree Partners II, L.P. and (b) 10,675,613 shares of Series D-3 Preferred Stock that were held by Apple Tree Partners II - Annex, L.P. The Reporting Person is a principal of the general partner of each of Apple Tree Partners II, L.P. and Apple Tree Partners II - Annex, L.P. and disclaims beneficial ownership of the shares held by each of Apple Tree Partners II, L.P. and Apple Tree Partners II - Annex, L.P., except to the extent of his pecuniary interest therein. The Reporting Person has sole voting and investment control and power over the shares held by Apple Tree Partners II, L.P. and Apple Tree Partners II - Annex, L.P.
- These shares were held by Apple Tree Partners II - Annex, L.P. The Reporting Person is a principal of the general partner of Apple Tree Partners II - Annex, L.P. and disclaims beneficial ownership of the shares held by Apple Tree Partners II - Annex, L.P., except to the extent of his pecuniary interest therein. The Reporting Person has sole voting and investment control and power over the shares held by Apple Tree Partners II - Annex, L.P.

/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.

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