Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Estimated average burden

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## 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

response 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person<sup>\*</sup> 5. Relationship of Reporting Person(s) to Tokai Pharmaceuticals Inc [TKAI] Issuer **Cohen Cheryl** (Check all applicable) 3. Date of Earliest Transaction (Month/Day/Year) X Director 10% Owner 04/09/2015 (Last) (First) (Middle) Officer (give Other (specify C/O TOKAI PHARMACEUTICALS, INC., 255 title below) below) STATE STREET, 6TH FLOOR 6. Individual or Joint/Group Filing (Check 4. If Amendment, Date of Original Filed (Month/Day/Year) Applicable Line) (Street) X Form filed by One Reporting Person BOSTON 02109 MA Form filed by More than One Reporting Person (City) (State) (Zip)

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)	Code	Transaction Code (Instr. 8)		rities d (A) d of , 4 ai (A) or (D)	or	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)		

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. Transac Code (Instr. 8				6. Date Exercisable and Expiration Date (Month/Day/Year)		ate Amount of		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				
Stock Option (right to buy)	\$ 11.08	04/09/2015		A		25,000		(1)	04/08/2025	Common Stock	25,000	\$ 0	25,000	D	

**Explanation of Responses:** 

1. This option vests with respect to 1/3rd of the shares underlying the option on April 09, 2016 and an additional 1/12th quarterly thereafter through April 09, 2018.

<u>/s/ Cindy Driscoll, Attorney-</u> <u>in-Fact</u> 04/13/2015

\*\* Signature of Reporting Date

Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.