

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Gunderson Robert V JR			Vitae Pharmaceuticals, Inc [VTAE]			<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) GUNDERSON DETTMER STOUGH 1200 SEAPORT BLVD (Street) REDWOOD CA 94063 CITY (State) (Zip)			3. Date of Earliest Transaction (Month/Day/Year) 10/24/2016			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	10/24/2016		U		11,002 ⁽¹⁾	D	\$21	0	I	See Footnote ⁽²⁾
Common Stock	10/24/2016		U		15,830 ⁽¹⁾	D	\$21	0	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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)	Date Exercisable	Expiration Date					Title
Stock Option (Right to Buy)	\$3.91	10/25/2016		D			5,434 ⁽³⁾	(4)	05/27/2018	Common Stock	5,434	\$17.09	0	D	
Stock Option (Right to Buy)	\$5.29	10/25/2016		D			9,091 ⁽³⁾	(5)	06/04/2024	Common Stock	9,091	\$15.71	0	D	
Stock Option (Right to Buy)	\$8	10/25/2016		D			17,000 ⁽³⁾	(6)	09/23/2024	Common Stock	17,000	\$13	0	D	
Stock Option (Right to Buy)	\$12.43	10/25/2016		D			10,000 ⁽³⁾	(7)	05/27/2025	Common Stock	10,000	\$8.57	0	D	
Stock Option (Right to Buy)	\$9.62	10/25/2016		D			10,000 ⁽³⁾	(8)	05/25/2026	Common Stock	10,000	\$11.38	0	D	

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated September 13, 2016, by and among the Issuer, Allergan Holdco US, Inc. ("Parent") and Augusta Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of Parent, Merger Sub made a cash tender offer (the "Offer") to purchase each outstanding share of the Company's Common Stock for \$21.00 per share (the "Offer Price"), without any interest and subject to any tax withholding. These shares were tendered into the Offer and, after the expiration of the Offer at 12:00 midnight, New York City time, at the end of October 24, 2016, Merger Subsidiary accepted all of the tendered shares and the holder was entitled to receive the Offer Price per share.

2. The reportable securities are owned by G&H Partners. Mr. Gunderson is a general partner of G&H Partners, and as such he may be deemed to share voting and dispositive power with respect to the shares held by G&H Partners. Mr. Gunderson disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

3. Pursuant to the Merger Agreement, each outstanding option to purchase shares of the Issuer's common stock, whether or not exercisable or vested, was cancelled and the holder thereof became entitled to receive an amount in cash determined by multiplying (A) the excess, if any, of \$21.00 over the exercise price per share of the common stock underlying such stock option by (B) the number of shares of common stock subject to such stock option.
4. This option, which is fully vested, was cancelled and the Reporting Person became entitled to receive an amount in cash per the terms of the Merger Agreement, as described in footnote (3) above.
5. This option, which is fully vested, was cancelled and the Reporting Person became entitled to receive an amount in cash per the terms of the Merger Agreement, as described in footnote (3) above.
6. This option, which is fully vested, was cancelled and the Reporting Person became entitled to receive an amount in cash per the terms of the Merger Agreement, as described in footnote (3) above.
7. This option, which provided for vesting in three equal annual installments following May 28, 2015, was cancelled and the Reporting Person became entitled to receive an amount in cash per the terms of the Merger Agreement, as described in footnote (3) above.
8. This option, which provided for vesting in four equal quarterly installments following May 26, 2016, was cancelled and the Reporting Person became entitled to receive an amount in cash per the terms of the Merger Agreement, as described in footnote (3) above.

/s/ Robert V. Gunderson, Jr. 10/25/2016

** 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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