



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. )\***  
NIVALIS THERAPEUTICS, INC.

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(Name of Issuer)

Common Stock, par value \$0.001 per share

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(Title of Class of Securities)

65481J109

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(CUSIP Number)

December 31, 2015

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1.</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Estate of Arnold H. Snider, III		
<b>2.</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a)	[ ]
		(b)	[ ]
<b>3.</b>	SEC USE ONLY		
<b>4.</b>	CITIZENSHIP OR PLACE OF ORGANIZATION		United States
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5.</b>	SOLE VOTING POWER 1,557,228
		<b>6.</b>	SHARED VOTING POWER 0
		<b>7.</b>	SOLE DISPOSITIVE POWER 1,557,228
		<b>8.</b>	SHARED DISPOSITIVE POWER 0
<b>9.</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,557,228
<b>10.</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		[ ]
<b>11.</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		10.1%*
<b>12.</b>	TYPE OF REPORTING PERSON		OO

\* Percentage calculations are based on the number of shares of Common Stock outstanding as of October 31, 2015, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015.

**Item 1(a). Name of Issuer:**

Nivalis Therapeutics, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

3122 Sterling Circle, Suite 200  
Boulder, Colorado, 80301

**Item 2(a). Name of Person Filing:**

Estate of Arnold H. Snider, III

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

Estate of Arnold H. Snider, III  
c/o Ropes & Gray LLP  
Attn: Steve Wilcox  
800 Boylston Street  
Boston, Massachusetts 02199

**Item 2(c). Citizenship:**

Estate of Arnold H. Snider, III - United States

**Item 2(d). Title and Class of Securities:**

Common Stock, par value \$0.001 per share

**Item 2(e). CUSIP Number:**

65481J109

**Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
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- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership.**

- (a) Amount Beneficially Owned:  
1,557,228
- (b) Percentage of Class:  
10.1%
- (c) Number of Shares as to Which Such Person Has:
  - (i) sole power to vote or direct the vote:  
1,557,228
  - (ii) shared power to vote or direct the vote:  
0
  - (iii) sole power to dispose or direct the disposition of:  
1,557,228
  - (iv) shared power to dispose or direct the disposition of:  
0

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

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**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certifications.**

By signing below, the Reporting Person certifies that, to the best of her knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 4, 2016

**Estate of Arnold H. Snider, III**

By: /s/ Steven A. Wilcox, Attorney-in-fact for Katherine M.  
Snider  

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Katherine M. Snider, Executor

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**EXHIBITS**

**Exhibit No.**

**Exhibit**

99.1 Power of Attorney, dated February 3, 2016, granted by the Estate of Arnold H. Snider, III.





## POWER OF ATTORNEY

The undersigned, Katherine M. Snider, as Executor of the Estate of Arnold H. Snider, III, hereby constitutes and appoints Kimberly E. Cohen, Steven A. Wilcox and Adelbert L. Spitzer, and each of them individually, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;
- (2) execute for and on behalf of each of the undersigned, in the undersigned's capacity as shareholder of Nivalis Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder and Schedules 13D or 13G as may be required in accordance with Section 13 of the Exchange Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or such Schedules 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney supersedes all previous Powers of Attorney relating to the subject matter hereof.

*[Remainder of page intentionally left blank]*

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of February, 2016.

Estate of Arnold H. Snider, III

By: /s/ Katherine M. Snider

Name: Katherine M. Snider

Title: Executor

[Signature Page to Limited Power of Attorney]