

Burstein Jennifer
 Form 4
 May 16, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burstein Jennifer

2. Issuer Name and Ticker or Trading Symbol
 Loxo Oncology, Inc. [LOXO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O LOXO ONCOLOGY, INC., 281
 TRESSER BOULEVARD, 9TH
 FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/14/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Senior VP of Finance

(Street)
 STAMFORD, CT 06901

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)	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 or Price		
Common Stock	05/14/2018		M ⁽¹⁾		1,700 A \$ 11.35	D	
Common Stock	05/14/2018		S ⁽¹⁾		200 ⁽²⁾ D \$ 133.855 ⁽³⁾	D	
Common Stock	05/14/2018		S ⁽¹⁾		300 ⁽²⁾ D \$ 135.0933 ⁽⁴⁾	D	
Common Stock	05/14/2018		S ⁽¹⁾		700 ⁽²⁾ D \$ 137.3289 ⁽⁵⁾	D	

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Common Stock	05/14/2018	S ⁽¹⁾	210	⁽²⁾ D	\$ 138.1881	290	D
					⁽⁶⁾		
Common Stock	05/14/2018	S ⁽¹⁾	290	⁽²⁾ D	\$ 139.0865	0	D
					⁽⁷⁾		

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

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(9-02)

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.35	05/14/2018		M ⁽¹⁾	1,700	⁽⁸⁾ 04/30/2025	Common Stock	1,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burstein Jennifer C/O LOXO ONCOLOGY, INC. 281 TRESSER BOULEVARD, 9TH FLOOR STAMFORD, CT 06901			Senior VP of Finance	

Signatures

/s/ Jennifer Burstein
Date
05/16/2018

__Signature of
Reporting Person

Explanation of Responses:

- * 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).
- (1) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- (2) Represents the aggregate of sales effected on the same day at different prices.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$133.46 to \$134.25 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$135.01 to \$135.22 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$136.81 to \$137.62 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$137.81 to \$138.75 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (6) Represents the weighted average sales price per share. The shares sold at prices ranging from \$139.00 to \$139.22 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (7) The stock option vests and becomes exercisable as to 25% of the shares subject to the option on the one-year anniversary of the Reporting Person's employment commencement date, and thereafter vests as to 1/48th of the shares in equal monthly installments.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.