

Van Naarden Jacob
Form 4
June 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 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 *
Van Naarden Jacob

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

C/O LOXO ONCOLOGY, INC., 281 TRESSER BOULEVARD, 9TH FLOOR

06/19/2018

Chief Business Officer

(Street)

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

STAMFORD, CT 06901

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/19/2018		M ⁽¹⁾		1,541	A	\$ 3.648
Common Stock	06/19/2018		S ⁽¹⁾		865	D	\$ 176.4413
Common Stock	06/19/2018		S ⁽¹⁾		576	D	\$ 177.4674
Common Stock	06/19/2018		S ⁽¹⁾		100	D	\$ 178.23

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Common Stock	06/20/2018		M	12,000	A	\$ 3.648	12,000	D
Common Stock	06/20/2018		<u>M⁽¹⁾</u>	1,541	A	\$ 3.648	13,541	D
Common Stock	06/20/2018		<u>S⁽¹⁾</u>	<u>1,141</u> <u>(2)</u>	D	\$ 179.0001 <u>(5)</u>	12,400	D
Common Stock	06/20/2018		<u>S⁽¹⁾</u>	200 <u>(2)</u>	D	\$ 179.755 <u>(6)</u>	12,200	D
Common Stock	06/20/2018		<u>S⁽¹⁾</u>	200	D	\$ 180.9	12,000	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.648	06/19/2018		<u>M⁽¹⁾</u>	1,541	<u>(7)</u>	06/18/2024	Common Stock	1,541
Employee Stock Option (right to buy)	\$ 3.648	06/20/2018		M	12,000	<u>(7)</u>	06/18/2024	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 3.648	06/20/2018		<u>M⁽¹⁾</u>	1,541	<u>(7)</u>	06/18/2024	Common Stock	1,541

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Van Naarden Jacob C/O LOXO ONCOLOGY, INC. 281 TRESSER BOULEVARD, 9TH FLOOR STAMFORD, CT 06901			Chief Business Officer	

Signatures

/s/ Jennifer Burstein, by power of attorney
Date: 06/21/2018

**Signature of Reporting Person

Date

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 \$176.02 to \$176.96 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 \$177.08 to \$178.02 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 \$178.57 to \$179.38 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 \$179.59 to \$179.92 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 \$179.59 to \$179.92 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 vested and became exercisable as to 25% of the shares subject to the option on May 12, 2015, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

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.