

Loxo Oncology, Inc.  
Form 4  
August 06, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AISLING CAPITAL III LP

(Last) (First) (Middle)

888 SEVENTH AVENUE, 30TH  
FL,

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Loxo Oncology, Inc. [LOXO]

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

08/06/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/06/2014		C	V Amount (A) or (D) Price 2,850,709 A \$ 0 (1)	3,039,416	D (2)	
Common Stock	08/06/2014		P	413,077 A \$ 13	3,452,493	D (2)	

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

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SEC 1474  
(9-02)

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**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 Number Shares
Series A Convertible Preferred Stock	\$ 0 <sup>(1)</sup>	08/06/2014		C		2,343,749		<sup>(1)</sup>	<sup>(3)</sup>	Common Stock	2,343,749
Series B Convertible Preferred Stock	\$ 0 <sup>(1)</sup>	08/06/2014		C		506,960		<sup>(1)</sup>	<sup>(3)</sup>	Common Stock	506,960

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AISLING CAPITAL III LP 888 SEVENTH AVENUE, 30TH FL NEW YORK, NY 10106		X		
Aisling Capital Partners III LP AISLING CAPITAL LLC 888 SEVENTH AVENUE 30TH FLOOR NEW YORK, NY 10106		X		
Aisling Capital Partners III LLC AISLING CAPITAL LLC 888 SEVENTH AVENUE 30TH FLOOR NEW YORK, NY 10106		X		
ELMS STEVE 888 SEVENTH AVENUE 30TH FLOOR NEW YORK, NY 10106	X	X		
GOLDSTEIN DOV A MD C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901	X	X	CFO and Treasurer	
SCHIFF ANDREW N 888 SEVENTH AVENUE, 30TH FL NEW YORK, NY 10106		X		

Purcell Dennis J  
888 SEVENTH AVENUE, 30TH FL  
NEW YORK, NY 10106

X

## Signatures

See signatures on  
exhibit

08/06/2014

—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).

In connection with the consummation of the Issuer's initial public offering on August 6, 2014, each share of Series A Convertible

- (1) Preferred Stock and Series B Convertible Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.

The securities are directly held by Aisling Capital III, LP ("Aisling"), and indirectly held by Aisling Capital Partners III, LP ("Aisling GP"), as general partner of Aisling, Aisling Capital Partners III LLC ("Aisling Partners"), as general partner of Aisling GP, and each of the individual managing members and partners (collectively, the "Managers") of Aisling GP and Aisling Partners. The Managers of Aisling Partners are Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Mr. Elms is a member of the Issuer's Board of Directors. Dr.

- (2) Joshua Bilenker, the Issuer's President and Chief Executive Officer, and Dr. Dov Goldstein, the Issuer's Chief Financial Officer and Treasurer, are each a member of the Issuer's Board of Directors and an Operating Partner of Aisling GP. Mr. Elms and Dr. Goldstein are members of the investment committee (the "Investment Committee") of Aisling GP. The Investment Committee has voting and dispositive power over the shares held by Aisling.

- (3) None.

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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