

Loxo Oncology, Inc.  
Form 4  
April 03, 2015

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSTEIN DOV A MD**

(Last) (First) (Middle)

**C/O LOXO ONCOLOGY,  
INC., ONE LANDMARK SQUARE,  
SUITE 1122**

(Street)

**STAMFORD, CT 06901**

(City) (State) (Zip)

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

**Loxo Oncology, Inc. [LOXO]**

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

**04/01/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

CFO and Treasurer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |
| Common Stock                    | 04/01/2015                           |  | M                              |   | 7,617  | A          | \$ 3.648  | 30,273   | D   |
| Common Stock                    | 04/01/2015                           |  | M                              |   | 31,595 | A          | \$ 7.136  | 61,868   | D   |
| Common Stock                    | 04/02/2015                           |  | M                              |   | 846    | A          | \$ 3.648  | 62,714   | D   |
| Common Stock                    | 04/02/2015                           |  | M                              |   | 3,159  | A          | \$ 7.136  | 65,873   | D   |
| Common Stock                    |                                      |  |                                |   |        |            |   | 3,452,493  | I   |
|                                 |                                      |  |                                |   |        |            |   |  | Held by Aisling                                       |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 3.648  | 04/01/2015                              |   | M                                       |  | 7,617  |     | <u>(2)</u>  | 06/18/2024         | Common<br>Stock | 7,617                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 7.136  | 04/01/2015                              |   | M                                       |  | 31,595   |     | <u>(3)</u>  | 07/08/2024         | Common<br>Stock | 31,595                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 3.648  | 04/02/2015                              |   | M                                       |  | 846  |     | <u>(2)</u>  | 06/18/2024         | Common<br>Stock | 846                                 |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 7.136  | 04/02/2015                              |   | M                                       |  | 3,159  |     | <u>(3)</u>  | 07/08/2024         | Common<br>Stock | 3,159                               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

# Edgar Filing: Loxo Oncology, Inc. - Form 4

Director    10% Owner    Officer    Other

GOLDSTEIN DOV A MD  
C/O LOXO ONCOLOGY, INC.  
ONE LANDMARK SQUARE, SUITE 1122  
STAMFORD, CT 06901

X    CFO and Treasurer

## Signatures

/s/ Dov    04/03/2015  
Goldstein

\_\_Signature of    Date  
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).

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, and Aisling Capital Partners III LLC ("Aisling Partners"), as general partner of Aisling GP. Dr.

- (1) Goldstein is an Operating Partner of Aisling GP. Aisling GP has established an investment committee that has voting and dispositive power over the shares held by Aisling, of which Dr. Goldstein is a member. Dr. Goldstein disclaims beneficial ownership of these shares held directly by Aisling and this report is not an admission that he is the beneficial owner of such securities for purposes of Section 16 or any other purposes, except to the extent of his pecuniary interest therein.
- (2) The stock option vests as to 2.78% of the shares in equal monthly installments beginning on July 19, 2015.
- (3) The stock option vests and becomes exercisable as to 25% of the shares subject to the option on the one-year anniversary of the vesting commencement date, and thereafter vests as to 1/48th of the shares in equal monthly installments.

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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