

Van Naarden Jacob
Form 4
February 14, 2018

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Business Officer

(Street)
STAMFORD, CT 06901

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/12/2018		M ⁽¹⁾	1,541 A \$ 3.648	1,541	D	
Common Stock	02/12/2018		S ⁽¹⁾	500 ⁽²⁾ D \$ 92.21 ⁽³⁾	1,041	D	
Common Stock	02/12/2018		S ⁽¹⁾	741 ⁽²⁾ D \$ 93.8254 ⁽⁴⁾	300	D	
Common Stock	02/12/2018		S ⁽¹⁾	300 ⁽²⁾ D \$ 94.4933 ⁽⁵⁾	0	D	
Common Stock	02/13/2018		M ⁽¹⁾	1,541 A \$ 3.648	1,541	D	

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Common Stock	02/13/2018	<u>S</u> (1)	300	(2)	D	\$ 94.33 (6)	1,241	D
Common Stock	02/13/2018	<u>S</u> (1)	100		D	\$ 96.6	1,141	D
Common Stock	02/13/2018	<u>S</u> (1)	100		D	\$ 97.87	1,041	D
Common Stock	02/13/2018	<u>S</u> (1)	1,041 (2)		D	\$ 101.0455 (7)	0	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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.648	02/12/2018		<u>M</u> (1)	1,541	(8) 06/18/2024	Common Stock	1,541
Employee Stock Option (right to buy)	\$ 3.648	02/13/2018		<u>M</u> (1)	1,541	(8) 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

02/14/2018

__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 \$91.79 to \$92.59 per share. Full information
(3) 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.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$93.30 to \$94.22 per share. Full information
(4) 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.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$94.31 to \$94.63 per share. Full information
(5) 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.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$93.91 to \$94.66 per share. Full information
(6) 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.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$100.57 to \$101.44 per share. Full
(7) 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.

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
(8) 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.

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