

Loxo Oncology, Inc.
Form SC 13G/A
February 11, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Loxo Oncology, Inc.

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

548862101

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of that Act (however, see the Notes).

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CUSIP No. 548862101

1 NAMES OF REPORTING PERSONS

2 AI Loxo Holdings LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

¹ All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement assume an aggregate of 19,187,436 shares of Common Stock issued and outstanding, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission by the Issuer pursuant to Rule 424(b)(5) on November 12, 2015.

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CUSIP No. 548862101

1 NAMES OF REPORTING PERSONS

2 AI Loxo Holdings 2 LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,528,339
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,528,339
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,528,339
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.97%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

¹ All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement assume an aggregate of 19,187,436 shares of Common Stock issued and outstanding, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission by the Issuer pursuant to Rule 424(b)(5) on November 12, 2015.

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CUSIP No. 548862101

1 NAMES OF REPORTING PERSONS

2 AI Value Holdings LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

¹ All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement assume an aggregate of 19,187,436 shares of Common Stock issued and outstanding, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission by the Issuer pursuant to Rule 424(b)(5) on November 12, 2015.

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CUSIP No. 548862101

1 NAMES OF REPORTING PERSONS

2 Access Industries Management, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,528,339
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

1,528,339
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,528,339
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.97%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

¹ All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement assume an aggregate of 19,187,436 shares of Common Stock issued and outstanding, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission by the Issuer pursuant to Rule 424(b)(5) on November 12, 2015.

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CUSIP No. 548862101

1 NAMES OF REPORTING PERSONS

Len Blavatnik

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,528,339

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

1,528,339

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,528,339

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.97%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement assume an aggregate of 19,187,436 shares of Common Stock issued and outstanding, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission by the Issuer pursuant to Rule 424(b)(5) on November 12, 2015.

CUSIP No. 548862101

Item 1.

(a) Name of Issuer:

Loxo Oncology, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

One Landmark Square, Suite 1122

Stamford, CT 06901

Item 2.

(a) Name of Person Filing:

This filing is being made on behalf of:

AI Loxo Holdings LLC

AI Loxo Holdings 2 LLC

AI Value Holdings LLC

Access Industries Management, LLC

Len Blavatnik

(b) Address of Principal Business Office or, if none, Residence

AI Loxo Holdings LLC

c/o Access Industries, Inc.

730 Fifth Avenue, 20th Floor

New York, NY 10019

AI Loxo Holdings 2 LLC

c/o Access Industries, Inc.

730 Fifth Avenue, 20th Floor

New York, NY 10019

AI Value Holdings LLC

c/o Access Industries, Inc.

730 Fifth Avenue, 20th Floor

New York, NY 10019

Access Industries Management, LLC

c/o Access Industries, Inc.

730 Fifth Avenue, 20th Floor

New York, NY 10019

Len Blavatnik

c/o Access Industries, Inc.

730 Fifth Avenue, 20th Floor

New York, NY 10019

(c) Citizenship:

AI Loxo Holdings LLC is a limited liability company organized under the laws of the State of Delaware.

AI Loxo Holdings 2 LLC is a limited liability company organized under the laws of the State of Delaware.

AI Value Holdings LLC is a limited liability company organized under the laws of the State of Delaware.

Access Industries Management, LLC is a limited liability company organized under the laws of the State of Delaware.

Mr. Blavatnik is a citizen of the United States of America.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

548862101

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with §240.13d-1(b) (1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b) (1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b) (1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Not Applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See the responses to Item 9 on the attached cover pages.

1,528,339 shares of the Issuer's Class A Common Stock are owned directly by AI Loxo Holdings 2 LLC (AI Loxo 2). Each of Access Industries Management, LLC (AIM LLC) and Len Blavatnik may be deemed to beneficially own the shares of common stock held directly by AI Loxo 2. AIM LLC and Len Blavatnik control AI Loxo 2 and, as a result, may be deemed to share voting and investment power over the shares beneficially owned by AI Loxo 2. Each of AIM LLC and Len Blavatnik, and each of their affiliated entities and the officers, partners, members and managers thereof, other than AI Loxo 2, disclaims beneficial ownership of the shares held by AI Loxo 2.

AI Loxo Holdings LLC (AI Loxo) and AI Value Holdings LLC (AI Value) no longer beneficially own any shares of the Issuer.

(b) Percent of class:

7.97%*

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

AI Loxo 2 has sole power to vote or direct the vote of 1,528,339 shares.

(ii) Shared power to vote or to direct the vote:

AIM LLC and Len Blavatnik may be deemed to have shared power to vote or direct the vote of 1,528,339 shares. Each of AIM LLC and Mr. Blavatnik disclaims such beneficial ownership of such shares.

AI Loxo and AI Value no longer beneficially own any shares of the Issuer.

(iii) Sole power to dispose or to direct the disposition:

AI Loxo 2 has sole power to dispose or direct the disposition of 1,528,339 shares.

* All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement assume an aggregate of 19,187,436 shares of Common Stock issued and outstanding, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission by the Issuer pursuant to Rule 424(b)(5) on November 12, 2015.

(iv) Shared power to dispose or to direct the disposition:

AIM LLC and Len Blavatnik may be deemed to have shared power to dispose or direct the disposition of 1,528,339 shares. Each of AIM LLC and Mr. Blavatnik disclaims such beneficial ownership of such shares.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x:

AI Loxo and AI Value no longer beneficially own any shares of the Issuer.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not applicable.

For AI Loxo and AI Value only.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2016

AI LOXO HOLDINGS LLC

By: Access Industries Management, LLC, its Manager

/s/ Alejandro Moreno
Signature

Alejandro Moreno / Executive Vice President
Name/Title

AI LOXO HOLDINGS 2 LLC

By: Access Industries Management, LLC, its Manager

/s/ Alejandro Moreno
Signature

Alejandro Moreno / Executive Vice President
Name/Title

AI VALUE HOLDINGS, LLC

By: Access Industries Management, LLC, its Manager

/s/ Alejandro Moreno
Signature

Alejandro Moreno / Executive Vice President
Name/Title

ACCESS INDUSTRIES MANAGEMENT, LLC

/s/ Alejandro Moreno
Signature

Alejandro Moreno / Executive Vice President
Name/Title

*

Signature

Len Blavatnik
Name

* The undersigned, by signing his name hereto, executes this Schedule 13G pursuant to the Power of Attorney executed on behalf of Mr. Blavatnik (as filed with the SEC on February 13, 2015).

By: /s/ Alejandro Moreno
Name: Alejandro Moreno
Attorney-in-Fact

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