

Loxo Oncology, Inc.
Form POS AM
February 15, 2019

As filed with the Securities and Exchange Commission on February 15, 2019

Registration No. 333-214392

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

Post-Effective Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT NO. 333-214392
UNDER
THE SECURITIES ACT OF 1933

LOXO ONCOLOGY, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

46-2996673

(I.R.S. Employer Identification Number)

281 Tresser Blvd., 9th Floor

Stamford, CT 06901

(203) 653-3880

**(Address, Including Zip Code, and Telephone Number, Including Area
Code, of Registrant's Principal Executive Offices)**

Darren J. Carroll

President

Loxo Oncology, Inc.

281 Tresser Blvd., 9th Floor

Stamford, CT 06901

(203) 653-3880

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Raymond O. Gietz, Esq.

Matthew J. Gilroy, Esq.

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, New York 10153

(212) 310-8000

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this Amendment) to that certain Registration Statement on Form S-3 (No. 333-214392) (the Registration Statement) is being filed to withdraw and remove from registration the unissued and unsold securities issuable by Loxo Oncology, Inc., a Delaware corporation (Loxo Oncology), pursuant to the Registration Statement.

On January 5, 2019, Loxo Oncology entered into an agreement and plan of merger (the Merger Agreement) with Eli Lilly and Company, an Indiana corporation (Lilly) and Bowfin Acquisition Corporation, a Delaware corporation and a direct wholly-owned subsidiary of Lilly (Merger Sub). Pursuant to the Merger Agreement, on February 15, 2019, Merger Sub merged with and into Loxo Oncology with Loxo Oncology surviving the merger as a direct, wholly-owned subsidiary of Lilly (the Merger).

As a result of the consummation of the transactions contemplated by the Merger Agreement, Loxo Oncology has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with the undertakings made by Loxo Oncology in the Registration Statement to remove from registration by means of a post-effective amendment any securities that had been registered for issuance but remain unsold at the termination of the offering, Loxo Oncology hereby removes and withdraws from registration any and all securities registered pursuant to the Registration Statement that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on this February 15, 2019. No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.

LOXO ONCOLOGY, INC.

By: /s/ Bronwen Mantlo

Name: Bronwen Mantlo

Title: Secretary