

Van Naarden Jacob
Form 4
November 28, 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

(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)
11/26/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Business Officer

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(A) or Disposed of (D) Code (Instr. 8) | 4. Securities Acquired 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 (Instr. 4) |
|---------------------------------------|---|---|--|---|--|--|---|
| Common Stock | 11/26/2018 | | M ⁽¹⁾ | 5,500 | A \$ 3.648 | 19,200 | D |
| Common Stock | 11/26/2018 | | S ⁽¹⁾ | 1,556 ⁽²⁾ | D \$ 151.71 ⁽³⁾ | 17,644 | D |
| Common Stock | 11/26/2018 | | S ⁽¹⁾ | 1,644 ⁽²⁾ | D \$ 152.49 ⁽⁴⁾ | 16,000 | D |
| Common Stock | 11/26/2018 | | S ⁽¹⁾ | 1,500 ⁽²⁾ | D \$ 154 ⁽⁵⁾ | 14,500 | D |

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| | | | | | | | |
|--------------|------------|--------------|------------------|---|--------------------------|--------|---|
| Common Stock | 11/26/2018 | <u>S</u> (1) | 600 <u>(2)</u> | D | \$ <u>155.3</u> (6) | 13,900 | D |
| Common Stock | 11/26/2018 | <u>S</u> (1) | 200 | D | \$ <u>156.45</u> | 13,700 | D |
| Common Stock | 11/27/2018 | <u>M</u> (1) | 2,443 | A | \$ 3.648 | 16,143 | D |
| Common Stock | 11/27/2018 | <u>M</u> (1) | 2,057 | A | \$ 13.67 | 18,200 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 949 <u>(2)</u> | D | \$ <u>138.08</u> (7) | 17,251 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 1,170 <u>(2)</u> | D | \$ <u>138.83</u> (8) | 16,081 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 300 <u>(2)</u> | D | \$ <u>140.13</u> (9) | 15,781 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 500 <u>(2)</u> | D | \$ <u>141.69</u> (10) | 15,281 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 500 <u>(2)</u> | D | \$ <u>143.08</u> (11) | 14,781 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 200 <u>(2)</u> | D | \$ <u>143.92</u> (12) | 14,581 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 100 | D | \$ <u>144.97</u> | 14,481 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 300 <u>(2)</u> | D | \$ <u>147.06</u> (13) | 14,181 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 81 | D | \$ <u>147.99</u> | 14,100 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 200 <u>(2)</u> | D | \$ <u>149.46</u> (14) | 13,900 | D |
| Common Stock | 11/27/2018 | <u>S</u> (1) | 200 | D | \$ <u>151.55</u> | 13,700 | D |

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

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SEC 1474
(9-02)

number.

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 | 11/26/2018 | | M ⁽¹⁾ | 5,500 | ⁽¹⁵⁾ 06/18/2024 | Common Stock | 5,500 |
| Employee Stock Option (Right to Buy) | \$ 3.648 | 11/27/2018 | | M ⁽¹⁾ | 2,443 | ⁽¹⁵⁾ 06/18/2024 | Common Stock | 2,443 |
| Employee Stock Option (Right to Buy) | \$ 13.67 | 11/27/2018 | | M ⁽¹⁾ | 2,057 | ⁽¹⁶⁾ 12/18/2024 | Common Stock | 2,057 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| Van Naarden Jacob C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901 | Director 10% Owner Officer Other Chief Business Officer |

Signatures

/s/Jennifer Burstein, by power of attorney 11/28/2018

**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.
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.19 to \$152.14 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.21 to \$152.94 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.75 to \$154.69 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.04 to \$155.44 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.52 to \$138.48 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.52 to \$139.18 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.08 to \$140.23 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$141.39 to \$142.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.64 to \$143.27 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.69 to \$144.14 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$146.99 to \$147.10 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.21 to \$149.71 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.21 to \$149.71 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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separate price within the range set forth in this footnote.

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

(15) 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.

(16) The stock option vests and becomes exercisable in 48 equal monthly installments beginning on January 19, 2015, 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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