

Flaherty Keith T.  
Form 4  
February 15, 2019

**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

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Flaherty Keith T.

(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)

02/15/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
|                                       |   |   | Code                                    | V  | Amount   | (A)<br>or<br>(D)   | Price<br>\$   |
| Common<br>Stock                       | 02/15/2019                              |   | D <sup>(1)</sup>                        |  | 9,732  | D  | 235<br><sup>(1)</sup>   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

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| 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)    | \$ 1.184  | 02/15/2019                              |   | D <sup>(1)</sup>                        | 32,345   | <sup>(2)</sup>   | 12/16/2023         | Common<br>Stock   | 32,345                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.184  | 02/15/2019                              |   | D <sup>(1)</sup>                        | 68,620   | <sup>(2)</sup>   | 12/16/2023         | Common<br>Stock   | 68,620                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.648  | 02/15/2019                              |   | D <sup>(1)</sup>                        | 31,459   | <sup>(2)</sup>   | 06/18/2024         | Common<br>Stock   | 31,459                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 13   | 02/15/2019                              |   | D <sup>(1)</sup>                        | 15,625   | <sup>(2)</sup>   | 07/30/2024         | Common<br>Stock   | 15,625                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 13.67  | 02/15/2019                              |   | D <sup>(1)</sup>                        | 12,500   | <sup>(2)</sup>   | 12/18/2024         | Common<br>Stock   | 12,500                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 20.91  | 02/15/2019                              |   | D <sup>(1)</sup>                        | 7,812  | <sup>(2)</sup>   | 07/27/2025         | Common<br>Stock   | 7,812                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 24.18  | 02/15/2019                              |   | D <sup>(1)</sup>                        | 7,812  | <sup>(2)</sup>   | 06/09/2026         | Common<br>Stock   | 7,812                               |
|   | \$ 78.58  | 02/15/2019                              |   | D <sup>(1)</sup>                        | 11,000   | <sup>(2)</sup>   | 06/21/2027         |   | 11,000                              |

|  |           |            |                  |       |                |            |                 |       |
|--|-----------|------------|------------------|-------|----------------|------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) |           |            |                  |       |                |            | Common<br>Stock |       |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 84.88  | 02/15/2019 | D <sup>(1)</sup> | 2,500 | <sup>(2)</sup> | 01/03/2028 | Common<br>Stock | 2,500 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 180.98 | 02/15/2019 | D <sup>(1)</sup> | 8,750 | <sup>(2)</sup> | 06/12/2028 | Common<br>Stock | 8,750 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Flaherty Keith T.<br>C/O LOXO ONCOLOGY, INC.<br>ONE LANDMARK SQUARE, SUITE 1122<br>STAMFORD, CT 06901 |               | X         |         |       |

## Signatures

/s/Jennifer Burstein, by power of attorney 02/15/2019

\_\_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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated January 5, 2019, between Eli Lilly and Company, an Indiana corporation ("Lilly"), Bowfin Acquisition Corporation, Inc., a Delaware corporation and a wholly owned subsidiary of Lilly ("Merger Sub"), and Loxo Oncology, Inc., a Delaware corporation ("Loxo Oncology"), Merger Sub will merge with and into Loxo Oncology, with Loxo Oncology surviving as a wholly owned subsidiary of Lilly (the "Merger"). Pursuant to the Merger Agreement each issued and outstanding shares (the "Shares") of Loxo common stock, par value \$0.0001 per share, was purchased at a price of \$235.00 per share (the "Offer Price"), net to the seller in cash, without interest, and subject to withholding taxes.

Pursuant to the Merger Agreement, as of immediately prior to the Effective Time, each Loxo Oncology stock option that is then-outstanding and unvested shall become immediately vested and exercisable in full. At the Effective Time, each Loxo Oncology stock option that is outstanding under the Loxo Oncology Equity Incentive Plans (including any unvested Loxo stock options for which the vesting was accelerated immediately prior to the Effective Time as described above) will be cancelled and converted into the right to receive an amount in cash equal to the product of (x) the number of Shares issuable under such option multiplied by (y) the excess, if any, of (A) the Offer Price over (B) the per share exercise price of such option. Any outstanding option with an exercise price equal to or greater than the Offer Price will be cancelled for no consideration at the Effective Time.

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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