Naider Avi Z.
Form 4
February 15, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Naider Avi Z.

(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)

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

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2019		G	V	15,000 (1)	D	$ 0	111,843	D	
Common Stock	02/15/2019		D(2)		111,843	D	$ 235 (2)	0	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 13	02/15/2019		D[(2)]			15,625	[(3)]	07/30/2024	Common Stock	15,625
Employee Stock Option (Right to Buy)	$ 20.91	02/15/2019		D[(2)]			7,812	[(3)]	07/27/2025	Common Stock	7,812
Employee Stock Option (Right to Buy)	$ 24.18	02/15/2019		D[(2)]			7,812	[(3)]	06/09/2026	Common Stock	7,812
Employee Stock Option (Right to Buy)	$ 78.58	02/15/2019		D[(2)]			11,000	[(3)]	06/21/2027	Common Stock	11,000
Employee Stock Option (Right to Buy)	$ 180.98	02/15/2019		D[(2)]			8,750	[(3)]	06/12/2028	Common Stock	8,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naider Avi Z. C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122	X			

STAMFORD, CT 06901

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) Represents the number of shares of Issuer's common stock that were donated as a charitable contribution. The reporting person does not exercise voting or dispositive powers, directly or indirectly, over the donated shares following this transfer.

(2) 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.

(3) 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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