

Mirati Therapeutics, Inc.
Form 4
January 05, 2016

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Berkley Capital Management Ltd.

(Last) (First) (Middle)

C/O CAY HOUSE P.O. BOX
N-7776, E.P. TAYLOR DRIVE
LYFORD CAY

(Street)

NEW PROVIDENCE, C5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mirati Therapeutics, Inc. [MRTX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/04/2016 | | J ⁽¹⁾ | 522,500 D | \$ 0 <u>(1)</u> 0 | D | <u>(2)</u> |
| Common Stock | | | | | 2,023,232 | D | <u>(3)</u> |
| Common Stock | | | | | 522,500 | D | <u>(4)</u> |
| Common Stock | | | | | 429,340 | D | <u>(5)</u> |

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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Berkley Capital Management Ltd. C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| Braslyn Ltd. C/O CAY HOUSE, P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD NEW PROVIDENCE, C5 | | X | | |
| Boxer Asset Management Inc. C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| LEWIS JOSEPH C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| Boxer Capital, LLC 440 STEVENS AVE, SUITE 100 SOLANA BEACH, CA 92075 | | X | | |
| | | X | | |

MVA Investors, LLC
 440 STEVENS AVE, SUITE 100
 SOLANA BEACH, CA 92075

Signatures

| | |
|---|------------|
| Boxer Capital, LLC, By: /s/ Aaron Davis, Aaron Davis | 01/04/2016 |
| __Signature of Reporting Person | Date |
| Boxer Asset Management Inc., By: /s/ Jefferson Voss, Jefferson Voss | 01/04/2016 |
| __Signature of Reporting Person | Date |
| MVA Investors, LLC, By: /s/ Aaron Davis, Aaron Davis | 01/04/2016 |
| __Signature of Reporting Person | Date |
| Joseph Lewis, /s/ Joseph Lewis, Joseph Lewis | 01/04/2016 |
| __Signature of Reporting Person | Date |
| Berkley Capital Management Ltd., By: /s/ Jefferson R. Voss, Jefferson R. Voss | 01/04/2016 |
| __Signature of Reporting Person | Date |
| Braslyn Ltd., By: /s/ Jefferson R. Voss, Jefferson R. Voss | 01/04/2016 |
| __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) On January 4, 2016, Berkley Capital Management Ltd. ("Berkley Capital") transferred certain of its assets, including all of its shares of common stock of the issuer, to Braslyn for no consideration as part of an internal reorganization.
 These securities are owned directly by Berkley Capital, which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Berkley Capital, (ii) Braslyn Ltd. ("Braslyn"), (iii) Boxer Capital, (iv) Boxer Asset Management Inc. ("Boxer Management"), (v) MVA Investors, LLC ("MVA Investors"), and (vi) Joe Lewis (collectively, the "Boxer Group"). Joe Lewis is the sole indirect owner of and controls Berkley Capital.
 - (2) These securities are owned directly by Boxer Capital, and indirectly by Boxer Management and Joe Lewis, by virtue of their ownership in Boxer Capital.
 - (3) These securities are owned directly by Braslyn, and indirectly by Joe Lewis. Joe Lewis is the sole indirect owner of and controls Braslyn.
 These securities are owned directly and solely by MVA Investors, which has sole voting and dispositive power with respect to these
 - (5) securities. Each member of the Boxer Group other than MVA Investors disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.