

Boxer Capital, LLC  
 Form 4  
 January 09, 2019

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Boxer Capital, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11682 EL CAMINO REAL, SUITE 320

3. Date of Earliest Transaction (Month/Day/Year)  
 01/08/2019

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
 SAN DIEGO, CA 92130

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 01/08/2019                           |                                                    | S                              | V                                                                 | 150,000                                                                                       | D                                                        | \$ 50.7 (3) 1,415,560 D (1) (2)   |
| Common Stock                    | 01/08/2019                           |                                                    | S                              | V                                                                 | 123,800                                                                                       | D                                                        | \$ 51.56 (4) 1,291,760 D (1) (2)  |
| Common Stock                    | 01/08/2019                           |                                                    | S                              | V                                                                 | 233,303                                                                                       | D                                                        | \$ 52.88 (5) 1,058,457 D (1) (2)  |
| Common Stock                    | 01/08/2019                           |                                                    | S                              | V                                                                 | 42,897                                                                                        | D                                                        | \$ 54.36 (6) 1,015,560 D (1) (2)  |

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|              |            |   |         |   |                        |           |                         |
|--------------|------------|---|---------|---|------------------------|-----------|-------------------------|
| Common Stock | 01/08/2019 | F | 12      | D | \$ 48.28               | 1,015,548 | D <u>(1)</u> <u>(2)</u> |
| Common Stock | 01/08/2019 | M | 550,012 | A | \$ 0.001               | 1,565,560 | D <u>(1)</u> <u>(2)</u> |
| Common Stock | 01/09/2019 | S | 20,000  | D | \$ 50.21<br><u>(7)</u> | 1,545,560 | D <u>(1)</u> <u>(2)</u> |
| Common Stock | 01/09/2019 | S | 80,000  | D | \$ 51.43<br><u>(8)</u> | 1,465,560 | D <u>(1)</u> <u>(2)</u> |
| Common Stock | 01/09/2019 | S | 50,000  | D | \$ 52.27<br><u>(9)</u> | 1,415,560 | D <u>(1)</u> <u>(2)</u> |
| Common Stock | 01/09/2019 | F | 3       | D | \$ 50.89               | 1,415,557 | D <u>(1)</u> <u>(2)</u> |
| Common Stock | 01/09/2019 | M | 150,003 | A | \$ 0.001               | 1,565,560 | D <u>(1)</u> <u>(2)</u> |

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

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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) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Warrant (right to purchase)                | \$ 0.001                                               | 01/08/2019                           |                                                    | M                              | 550,012                                                                                 | 01/06/2017                                               | <u>(10)</u>                                                   | Common Stock | 550,012                    |
| Warrant (right to purchase)                | \$ 0.001                                               | 01/09/2019                           |                                                    | M                              | 150,003                                                                                 | 01/06/2017                                               | <u>(10)</u>                                                   | Common Stock | 150,003                    |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |         |       |
|------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                              | Director      | 10% Owner | Officer | Other |
| Boxer Capital, LLC<br>11682 EL CAMINO REAL, SUITE 320<br>SAN DIEGO, CA 92130 |               | X         |         |       |

## Signatures

Boxer Capital, LLC, By: /s/ Aaron  
Davis 01/09/2019

\_\_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).

These securities are owned directly by Boxer Capital, LLC ("Boxer 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) Braslyn Ltd. ("Braslyn"), (ii) Boxer Capital, (iii) Boxer Asset Management Inc. ("Boxer Management"), (iv) MVA Investors, LLC ("MVA Investors"), (v) Tuesday Thirteen Inc., (vi) Joe Lewis, (vii) Rodney W. Lappe, (viii) Ivan M. Lieberburg, (ix) Aaron I. Davis, (x) Neil Reisman, (xi) Shehan B. Dissanayake, and (xii) Christopher Fuglesang (collectively, the "Boxer Group"), and indirectly by Boxer Management and Messrs. Lewis, Fuglesang, Reisman, Lieberburg, Dissanayake and Davis, by virtue of their ownership in Boxer Capital. Each of Messrs. Fuglesang, Reisman, Lieberburg, Dissanayake and Davis is a member of Boxer Capital.

(1) (Continued from Footnote 1) Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

(2) Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$50.14 to \$51.01.

(3) Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$51.46 to \$52.01.

(4) Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$52.68 to \$53.08.

(5) Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$54.00 to \$54.54.

(6) Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$49.89 to \$50.74.

(7)

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Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$50.98 to \$51.74.

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$52.25 to \$52.35.

- (9)
- (10) The warrants do not have an expiration date and are not exercisable to the extent that, following exercise of such warrants, the warrant holder and its affiliates would beneficially own more than 19.99% of the issuer's common stock.

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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