

Evoke Pharma Inc
Form 4
February 05, 2016

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 *
CARLSON MARILYN R.

(Last) (First) (Middle)

C/O EVOKE PHARMA, INC., 505
LOMAS SANTA FE DRIVE,
SUITE 270

(Street)

SOLANA BEACH, CA 92075

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Evoke Pharma Inc [EVOK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2016

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 below) ____ Other (specify
below) below)
Chief Medical 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 Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Code V Amount (D) Price	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)
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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
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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Stock Option (Right to Buy)	\$ 8.67	02/05/2016	D			100,000	<u>(1)</u>	12/01/2023	Common Stock	100
Stock Option (Right to Buy)	\$ 6.22	02/05/2016	D			45,000	<u>(3)</u>	03/05/2025	Common Stock	45,
Stock Option (Right to Buy)	\$ 3.04	02/05/2016	A		75,000		<u>(5)</u>	12/01/2023	Common Stock	75,
Stock Option (Right to Buy)	\$ 3.04	02/05/2016	A		33,750		<u>(5)</u>	03/05/2025	Common Stock	33,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARLSON MARILYN R. C/O EVOKE PHARMA, INC. 505 LOMAS SANTA FE DRIVE, SUITE 270 SOLANA BEACH, CA 92075	Chief Medical Officer

Signatures

/s/ Matthew J. D'Onofrio, Attorney-in-fact for Marilyn R. Carlson
02/05/2016

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) 25% of the total number of shares of common stock subject to the option vested on December 1, 2014, and the remainder will vest in 36 equal monthly installments thereafter, subject to the reporting person's continued service to the Issuer through each such vesting date.
- (2) On February 5, 2016, the Issuer canceled an option granted on December 2, 2013. In exchange for the canceled option, the reporting person received 75,000 options to purchase common stock.
- (3) The total number of shares of common stock subject to the option vests in 48 equal monthly installments over the four-year period beginning on January 1, 2015, subject to the reporting person's continued service to the Issuer through each such vesting date.

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- (4) On February 5, 2016, the Issuer canceled an option granted on March 6, 2015. In exchange for the canceled option, the reporting person received 33,750 options to purchase common stock.
- (5) The total number of shares of common stock subject to the option vests in 36 equal monthly installments over the three-year period beginning on January 1, 2016, subject to the reporting person's continued service to the Issuer through each such 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. 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.