

LVP GP III, LLC
Form 4
August 21, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LVP GP III, LLC

(Last) (First) (Middle)

2603 CAMINO RAMON, SUITE
200

(Street)

SAN RAMON, CA 94583-4289

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2018

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/20/2018		P		465,116	A	\$ 2.35	1,937,983	I	Directly owned by LVP III ⁽¹⁾
Common Stock	08/20/2018		P		23,256	A	\$ 2.35	96,897	I	Directly owned by Associates ⁽¹⁾
Common Stock	08/20/2018		P		11,628	A	\$ 2.35	48,449	I	Directly owned by Partners ⁽¹⁾
Common								5,250	I	Directly

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Stock

owned by
LVPMC ⁽¹⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LVP GP III, LLC
2603 CAMINO RAMON
SUITE 200
SAN RAMON, CA 94583-4289

X

LATTERELL PATRICK F
2603 CAMINO RAMON
SUITE 200
SAN RAMON, CA 94583-4289

X

LVP III Associates, L.P.
2603 CAMINO RAMON
SUITE 200
SAN RAMON, CA 94583-4289

X

LVP III Partners LP
2603 CAMINO RAMON
SUITE 200
SAN RAMON, CA 94583-4289

X

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LVP LIFE SCIENCE VENTURES III L.P.
2603 CAMINO RAMON
SUITE 200
SAN RAMON, CA 94583-4289

X

LVPMC, LLC
2603 CAMINO RAMON
SUITE 200
SAN RAMON, CA 94583-4289

X

Signatures

Patrick F. Latterell, Managing Member of LVP GP III, LLC

08/21/2018

__Signature of Reporting Person

Date

Patrick F. Latterell, Manager of LVPMC, LLC

08/21/2018

__Signature of Reporting Person

Date

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Associates, L.P.

08/21/2018

__Signature of Reporting Person

Date

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Partner, L.P.

08/21/2018

__Signature of Reporting Person

Date

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP Life Sciences Ventures III, L.P.

08/21/2018

__Signature of Reporting Person

Date

Patrick F. Latterell, Manager of LVPMC, LLC and Managing Member of LVP GP III, LLC the General Partner of LVP Life Science Ventures III, L.P. LVP III Associates, L.P. and LVP III Partners L.P.

08/21/2018

__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) The reported securities are owned directly by each of LVPMC, LLC ("LVPMC"), LVP Life Science Ventures III, L.P. ("LVP III"), LVP III Associates, L.P. ("Associates") and LVP III Partners, L.P. ("Partners"). LVP GP III, LLC ("GP III") is the general partner of LVP III, Associates and Partners. GP III may be deemed to have sole voting power and dispositive power over the shares held by LVP III, Associates and Partners. Each of GP III and Patrick Latterell, the managing member of GP III and the manager of LVPMC, may be deemed to share voting and dispositive power over the reported securities and disclaim beneficial ownership of the reported securities held by LVPMC, LVP III, Associates and Partners except to the extent of any 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.