

Evoke Pharma Inc
Form 4
October 02, 2013

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 *
LVP GP III, LLC

(Last) (First) (Middle)

1 EMBARCADERO CENTER,
SUITE 4050

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2013

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)
Common Stock	09/30/2013		C	1,054,262 A (U)	1,054,262	I	Directly owned by LVP III (2) (3)
Common Stock	09/30/2013		C	52,711 A (U)	52,711	I	Directly owned by Associates (2) (3)
Common Stock	09/30/2013		C	26,356 A (U)	26,356	I	Directly owned by Partners (2) (3)

Common Stock	5,250	I	Directly owned by LVPMC ⁽²⁾ <u>(3)</u>
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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	09/30/2013		C	5,271,317	<u>(4)</u>	<u>(5)</u>	Common Stock	1,054,26
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	09/30/2013		C	263,566	<u>(4)</u>	<u>(5)</u>	Common Stock	52,711
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	09/30/2013		C	131,784	<u>(4)</u>	<u>(5)</u>	Common Stock	26,356

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LVP GP III, LLC 1 EMBARCADERO CENTER, SUITE 4050 SAN FRANCISCO, CA 94111		X		
LATTERELL PATRICK F 1 EMBARCADERO CENTER, SUITE 4050 SAN FRANCISCO, CA 94111		X		

LVP III Associates, L.P.
1 EMBARCADERO CENTER, SUITE 4050 X
SAN FRANCISCO, CA 94111

LVP III Partners LP
1 EMBARCADERO CENTER, SUITE 4050 X
SAN FRANCISCO, CA 94111

LVPMC, LLC
1 EMBARCADERO CENTER, SUITE 4050 X
SAN FRANCISCO, CA 94111

LVP LIFE SCIENCE VENTURES III L.P.
1 EMBARCADERO CENTER, SUITE 4050 X
SAN FRANCISCO, CA 94111

Signatures

/s/ Patrick 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. 10/02/2013

__Signature of Reporting Person Date

Patrick F. Latterell 10/02/2013

__Signature of Reporting Person Date

Patrick F. Latterell, Managing Member of LVP GP III, LLC 10/02/2013

__Signature of Reporting Person Date

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP
Partners, L.P. 10/02/2013

__Signature of Reporting Person Date

Patrick F. Latterell, Manager of LVPMC, LLC 10/02/2013

__Signature of Reporting Person Date

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP Life
Science Ventures III, L.P. 10/02/2013

__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 outstanding shares of Series A Preferred Stock automatically converted on a five-to-one basis into shares of Common Stock rounded down to the next whole number for no additional consideration immediately prior to the consummation of the Issuer's initial public offering.

(2) 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. (Continued on Footnote 3.)

(3) 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

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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. Kenneth J. Widder, M.D., as a member of GP III, may be deemed to share voting and dispositive power over the reported securities held by LVP III, Associates and Partners, and disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein.

(4) The securities are immediately convertible.

(5) The securities have no expiration date.

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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