

Leamon Christopher P  
Form 4  
December 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Leamon Christopher P

(Last) (First) (Middle)

3000 KENT AVE., SUITE A1-100

(Street)

WEST LAFAYETTE, IN 47906

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ENDOCYTE INC [ECYT]

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

12/21/2018

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)

Vice President of Research

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)	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)
Common Stock	12/21/2018		D	V Amount (A) or (D) Price 164,256 D \$ 24 (1)	0	D	
Common Stock	12/21/2018		D	V Amount (A) or (D) Price 4,375 D \$ 24 (2)	0	D	
Common Stock	12/21/2018		D	V Amount (A) or (D) Price 13,125 D \$ 24 (3)	0	D	
Common Stock	12/21/2018		D	V Amount (A) or (D) Price 20,000 D \$ 24 (4)	0	D	
Common Stock	12/21/2018		D	V Amount (A) or (D) Price 22,500 D \$ 24 (5)	0	D	

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

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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 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 9.05	12/21/2018		D	27,500	<u>(6)</u>	04/14/2021	Common Stock		27,500
Stock Option (right to buy)	\$ 3.55	12/21/2018		D	59,996	<u>(6)</u>	02/28/2022	Common Stock		59,996
Stock Option (right to buy)	\$ 9.86	12/21/2018		D	70,000	<u>(6)</u>	02/19/2023	Common Stock		70,000
Stock Option (right to buy)	\$ 11.11	12/21/2018		D	45,000	<u>(6)</u>	02/06/2024	Common Stock		45,000
Stock Option (right to buy)	\$ 5.1	12/21/2018		D	52,498	<u>(6)</u>	02/04/2025	Common Stock		52,498
Stock Option (right to buy)	\$ 3.18	12/21/2018		D	52,498	<u>(7)</u>	02/04/2026	Common Stock		52,498
Stock Option (right to buy)	\$ 2.16	12/21/2018		D	35,000	<u>(8)</u>	02/02/2027	Common Stock		35,000

Stock Option (right to buy)	\$ 3.01	12/21/2018	D	45,000	(9)	02/08/2028	Common Stock	45,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Leamon Christopher P 3000 KENT AVE., SUITE A1-100 WEST LAFAYETTE, IN 47906	Vice President of Research

## Signatures

/s/ Michael A. Sherman, Attorney-in-Fact for Christopher P. Leamon (power of attorney previously filed) 12/21/2018

\_\_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).

Pursuant to the Agreement and Plan of Merger, dated as of October 17, 2018 (the "Merger Agreement"), by and among Endocyte, Inc. (the "Company"), Novartis AG ("Novartis") and Edinburgh Merger Corporation, a wholly owned subsidiary of Novartis ("Merger Sub"), at the effective time (the "Effective Time") of the merger of Merger Sub with and into the Company, which Effective Time occurred on December 21, 2018, each share of Company common stock was converted into the right to receive an amount in cash equal to \$24.00, without interest and less any applicable withholding taxes.

(1) This restricted stock unit ("RSU") award, which originally consisted of 8,750 RSUs and of which 4,375 RSUs had vested and been settled as of immediately prior to the Effective Time, provided for vesting and settlement 1/4 annually over a period of 4 years beginning on February 4, 2017 in the form of one share of Company common stock for each RSU. Pursuant to the Merger Agreement, at the Effective Time, each RSU outstanding immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to \$24.00, multiplied by the number of shares of Company common stock subject to such RSU, less any applicable withholding taxes.

(2) This RSU award, which originally consisted of 17,500 RSUs and of which 4,375 RSUs had vested and been settled as of immediately prior to the Effective Time, provided for vesting and settlement 1/4 annually over a period of 4 years beginning on February 2, 2018 in the form of one share of Company common stock for each RSU. Pursuant to the Merger Agreement, at the Effective Time, each RSU outstanding immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to \$24.00, multiplied by the number of shares of Company common stock subject to such RSU, less any applicable withholding taxes.

(3) This RSU award, which originally consisted of 40,000 RSUs and of which 20,000 RSUs had vested and been settled as of immediately prior to the Effective Time, provided for vesting and settlement 1/2 annually over a period of 2 years beginning on October 4, 2018 in the form of one share of Company common stock for each RSU. Pursuant to the Merger Agreement, at the Effective Time, each RSU outstanding immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to \$24.00, multiplied by the number of shares of Company common stock subject to such RSU, less any applicable withholding taxes.

(4) This RSU award provided for vesting and settlement 1/4 annually over a period of 4 years beginning on February 8, 2019 in the form of one share of Company common stock for each RSU. Pursuant to the Merger Agreement, at the Effective Time, each RSU outstanding immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to \$24.00, multiplied by the number of shares of Company common stock subject to such RSU, less any applicable withholding taxes.

(5) This Company stock option was fully vested immediately prior to the Effective Time. Pursuant to the Merger Agreement, at the Effective Time, each Company stock option that was outstanding immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to the excess of \$24.00 over the exercise price with respect to such stock option,

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multiplied by the number of shares of Company common stock subject to such stock option, less any applicable withholding taxes.

This Company stock option was scheduled to vest 1/4 annually over a period of 4 years beginning on February 4, 2017. Pursuant to the Merger Agreement, at the Effective Time, each Company stock option that was outstanding immediately prior to the Effective Time was

(7) canceled and converted into the right to receive an amount in cash, without interest, equal to the excess of \$24.00 over the exercise price with respect to such stock option, multiplied by the number of shares of Company common stock subject to such stock option, less any applicable withholding taxes.

This Company stock option was scheduled to vest 1/4 annually over a period of 4 years beginning on February 2, 2018. Pursuant to the Merger Agreement, at the Effective Time, each Company stock option that was outstanding immediately prior to the Effective Time was

(8) canceled and converted into the right to receive an amount in cash, without interest, equal to the excess of \$24.00 over the exercise price with respect to such stock option, multiplied by the number of shares of Company common stock subject to such stock option, less any applicable withholding taxes.

This Company stock option was scheduled to vest 1/4 annually over a period of 4 years beginning on February 8, 2019. Pursuant to the Merger Agreement, at the Effective Time, each Company stock option that was outstanding immediately prior to the Effective Time was

(9) canceled and converted into the right to receive an amount in cash, without interest, equal to the excess of \$24.00 over the exercise price with respect to such stock option, multiplied by the number of shares of Company common stock subject to such stock option, less any applicable withholding taxes.

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.