

Evoke Pharma Inc  
Form 8-K  
February 16, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 15, 2017**

**EVOKE PHARMA, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**420 Stevens Avenue, Suite 370**

**001-36075**  
**(Commission**

**File Number)**

**20-8447886**  
**(IRS Employer**

**Identification No.)**

**92075**

**Solana Beach, California**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (858) 345-1494**

**(Former Name or Former Address, if Changed Since Last Report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 8.01 Other Events.**

On February 16, 2017, Evoke Pharma, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Laidlaw & Company (UK) Ltd. (the Underwriter), relating to the issuance and sale of 2,413,793 shares of the Company's common stock, par value \$0.0001 per share (the Common Stock). The price to the public in this offering is \$2.90 per share. The Underwriter has agreed to purchase the shares from the Company pursuant to the Underwriting Agreement at a price of \$2.697 per share. The net proceeds to the Company from the offering are expected to be approximately \$6.2 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. The offering is expected to close on or about February 22, 2017, subject to customary closing conditions. In addition, under the terms of the Underwriting Agreement, the Company has granted the Underwriters a 45-day option to purchase up to 362,068 additional shares of Common Stock.

The offering is being made pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-200176) previously filed with and declared effective by the Securities and Exchange Commission (the SEC) and a prospectus supplement and accompanying prospectus filed with the SEC.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriter, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this report and is incorporated by reference herein. A copy of the opinion of Latham & Watkins LLP relating to the legality of the issuance and sale of Common Stock in the offering is attached as Exhibit 5.1 to this report.

On February 15, 2017, the Company issued a press release announcing the proposed offering, and on February 16, 2017, the Company issued a press release announcing the pricing of the offering. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, to this report.

### **Forward-Looking Statements**

The Company cautions you that statements included in this Current Report on Form 8-K that are not a description of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as may, will, should, expect, plan, anticipate, could, intend, target, project, contemplates, predicts, potential or continue or the negatives of these terms or other similar expressions. These statements are based on the Company's current beliefs and expectations. Such forward-looking statements include, among other things, references to the completion of the offering and the expected net proceeds therefrom. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the risk and uncertainties associated with market conditions and the satisfaction of customary closing conditions relating to the offering, as well as risks and uncertainties in the Company's business, including those risks described in the Company's periodic reports it files with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the Company undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated February 16, 2017, by and between Evoke Pharma, Inc. and Laidlaw & Company (UK) Ltd.
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
99.1	Press Release, dated February 15, 2017
99.2	Press Release, dated February 16, 2017

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 16, 2017

EVOKE PHARMA, INC.

By: /s/ Matthew J. D Onofrio

Name: Matthew J. D Onofrio

Title: Executive Vice President

Chief Business Officer and Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
1.1	Underwriting Agreement, dated February 16, 2017, by and between Evoke Pharma, Inc. and Laidlaw & Company (UK) Ltd.
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
99.1	Press Release, dated February 15, 2017
99.2	Press Release, dated February 16, 2017