

Donadio Jamie A
Form 4
March 02, 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 *
Donadio Jamie A

(Last) (First) (Middle)

C/O MIRATI THERAPEUTICS,
INC., 9393 TOWNE CENTRE
DRIVE, STE 200

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Mirati Therapeutics, Inc. [MRTX]

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

03/01/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Sr. VP, CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2018		M ⁽¹⁾	9,375 A \$ 5.5	9,375	D	
Common Stock	03/01/2018		M ⁽¹⁾	12,500 A \$ 5.4	21,875	D	
Common Stock	03/01/2018		M ⁽¹⁾	30,000 A \$ 7.3	51,875	D	
Common Stock	03/01/2018		S ⁽¹⁾	25,600 D \$ 26.7779	26,275	D	
	03/01/2018		S ⁽¹⁾	25,775 D	500	D	

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Common Stock					\$ 27.4526 (5)		
Common Stock	03/01/2018	S(1)	500	D	\$ 28.08 (6)	0	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.5	03/01/2018		M <u>(1)</u>		9,375		<u>(2)</u>	10/26/2026	Common Stock	9,375
Employee Stock Option (Right to Buy)	\$ 5.4	03/01/2018		M <u>(1)</u>		12,500		<u>(2)</u>	01/25/2027	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 7.3	03/01/2018		M <u>(1)</u>		30,000		<u>(3)</u>	03/19/2020	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Sr. VP, CFO

Donadio Jamie A
C/O MIRATI THERAPEUTICS, INC.
9393 TOWNE CENTRE DRIVE, STE 200
SAN DIEGO, CA 92121

Signatures

/s/ Jamie
Donadio

03/02/2018

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2017.
- (2) 1/4th of the shares subject to the Option shall vest and become exercisable on the first anniversary of the date of grant, and 1/48th of the shares subject to the Option shall vest each month thereafter until fully vested.
- (3) Twenty percent (20%) of the shares subject to the stock option vested and became exercisable on the grant date of the option (March 20, 2013), and an additional 20% shall vest and become exercisable each year on the anniversary of the grant date.
- (4) This transaction was executed in multiple trades at prices ranging from \$26.05 to \$27.025. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$27.05 to \$28.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$28.05 to \$28.20. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.