

Mirati Therapeutics, Inc.
Form 4
September 18, 2015

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 *
Boxer Capital, LLC

(Last) (First) (Middle)

440 STEVENS AVE, SUITE 100,

(Street)

SOLANA BEACH, CA 92075

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mirati Therapeutics, Inc. [MRTX]

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

09/16/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/16/2015 | | P | | 22,500 | A | \$ 45 |
| | | | | | 2,023,232 | | |
| | | | | | | | D (1) |
| Common Stock | 09/16/2015 | | P | | 22,500 | A | \$ 45 |
| | | | | | 522,500 | | |
| | | | | | | | D (2) |
| Common Stock | | | | | 429,340 | | |
| | | | | | | | D (3) |

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

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(9-02)

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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. P. Deri Sec (Ins | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|----------------------------|------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Warrant (right to purchase) | \$ 6.74 | 09/17/2015 | | S | 1 | <u>(4)</u> | 04/04/2016 | Common Stock | 272,882 | 10. |
| Warrant (right to purchase) | \$ 6.74 | 09/17/2015 | | S | 1 | <u>(4)</u> | 04/04/2016 | Common Stock | 40,874 | \$ 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boxer Capital, LLC 440 STEVENS AVE, SUITE 100 SOLANA BEACH, CA 92075 | | X | | |
| Boxer Asset Management Inc. C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| LEWIS JOSEPH C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| Berkley Capital Management Ltd. C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| MVA Investors, LLC 440 STEVENS AVE, SUITE 100 SOLANA BEACH, CA 92075 | | X | | |

Signatures

| | |
|---|------------|
| Boxer Capital, LLC, By: /s/ Aaron Davis | 09/18/2015 |
| **Signature of Reporting Person | Date |
| Boxer Asset Management, Inc., By: /s/ Jefferson Voss | 09/18/2015 |
| **Signature of Reporting Person | Date |
| MVA Investors, LLC, By: /s/ Aaron Davis | 09/18/2015 |
| **Signature of Reporting Person | Date |
| Joe Lewis, By: /s/ Joe Lewis | 09/18/2015 |
| **Signature of Reporting Person | Date |
| Berkley Capital Management Ltd., By: /s/ Jefferson Voss | 09/18/2015 |
| **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).

These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, (ii) Boxer Asset Management Inc. ("Boxer Management"), (iii) MVA Investors, LLC ("MVA Investors"), (iv) Berkley Capital Management Ltd. ("Berkley Capital"), and (v) Joe Lewis (collectively, the "Boxer Group"), and indirectly by Boxer Management and Joe Lewis, by virtue of their ownership in Boxer Capital.
- (1) These securities are owned directly by Berkley Capital, and indirectly by Joe Lewis. Joe Lewis is the sole indirect owner of and controls Berkley Capital.
- (2) These securities are owned directly and solely by MVA Investors, which has sole voting and dispositive power with respect to these securities. Each member of the Boxer Group other than MVA Investors disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.
- (3) The warrants are not exercisable to the extent that, following exercise of such warrants, the warrant holder would hold more than 19.9% of the issuer's common stock.
- (4)

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.