

Mirati Therapeutics, Inc.  
Form 8-K  
June 16, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 16, 2016**

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**MIRATI THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**001-35921**  
(Commission File No.)

**46-2693615**  
(IRS Employer Identification No.)

**9393 Towne Centre Drive, Suite 200**

**San Diego, California 92121**

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(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(858) 332-3410**

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03** **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 16, 2016, the Board of Directors of Mirati Therapeutics, Inc. (the "Company") adopted an amendment (the "Amendment") to the Company's Bylaws (the "Bylaws"), effective immediately, to add a new Article XV, Section 47 to the Bylaws. The new provision provides that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company; (ii) any action asserting a claim of breach of a fiduciary duty owed by any of the Company's directors, officers or other employees to the Company or the Company's stockholders; (iii) any action asserting a claim against the Company or any director or officer or other employee of the Company arising pursuant to any provision of the Delaware General Corporation Law, the Company's certificate of incorporation or the Bylaws; or (iv) any action asserting a claim against the Company or any director or officer or other employee of the Company governed by the internal affairs doctrine.

The foregoing summary of the Amendment is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1.

**Item 9.01** **Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amendment to Bylaws of Mirati Therapeutics, Inc.

**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: June 16, 2016

**MIRATI THERAPEUTICS, INC.**

By: /s/ Jamie A. Donadio  
Jamie A. Donadio  
Senior Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

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