

Van Naarden Jacob
Form 4
December 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Van Naarden Jacob

2. Issuer Name and Ticker or Trading Symbol
Loxo Oncology, Inc. [LOXO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Business Officer

C/O LOXO ONCOLOGY, INC., ONE LANDMARK SQUARE, SUITE 1122

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STAMFORD, CT 06901

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/10/2018		M ⁽¹⁾	4,500	A \$ 13.67	18,200	D
Common Stock	12/10/2018		S ⁽¹⁾	400 ⁽²⁾	D \$ 130.59 ⁽³⁾	17,800	D
Common Stock	12/10/2018		S ⁽¹⁾	1,000 ⁽²⁾	D \$ 132.23 ⁽⁴⁾	16,800	D
Common Stock	12/10/2018		S ⁽¹⁾	900 ⁽²⁾	D \$ 159.00	15,900	D
						133.17	

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Common Stock	12/10/2018	<u>S⁽¹⁾</u>	<u>1,400</u> <u>(2)</u>	D	<u>(5)</u> \$ 134.65 <u>(6)</u>	14,500	D
Common Stock	12/10/2018	<u>S⁽¹⁾</u>	500 <u>(2)</u>	D	\$ 135.14 <u>(7)</u>	14,000	D
Common Stock	12/10/2018	<u>S⁽¹⁾</u>	200 <u>(2)</u>	D	\$ 136.48 <u>(8)</u>	13,800	D
Common Stock	12/10/2018	<u>S⁽¹⁾</u>	100	D	\$ 137.39	13,700	D
Common Stock	12/11/2018	<u>M⁽¹⁾</u>	4,500	A	\$ 13.67	18,200	D
Common Stock	12/11/2018	<u>S⁽¹⁾</u>	400 <u>(2)</u>	D	\$ 134.74 <u>(9)</u>	17,800	D
Common Stock	12/11/2018	<u>S⁽¹⁾</u>	800 <u>(2)</u>	D	\$ 135.92 <u>(10)</u>	17,000	D
Common Stock	12/11/2018	<u>S⁽¹⁾</u>	<u>1,759</u> <u>(2)</u>	D	\$ 137.09 <u>(11)</u>	15,241	D
Common Stock	12/11/2018	<u>S⁽¹⁾</u>	500 <u>(2)</u>	D	\$ 137.73 <u>(12)</u>	14,741	D
Common Stock	12/11/2018	<u>S⁽¹⁾</u>	500 <u>(2)</u>	D	\$ 139.23 <u>(13)</u>	14,241	D
Common Stock	12/11/2018	<u>S⁽¹⁾</u>	541 <u>(2)</u>	D	\$ 140.16 <u>(14)</u>	13,700	D
Common Stock	12/11/2018	M	7,000	A	\$ 3.648	20,700	D

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)

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- (2) Represents the aggregate of sales effected on the same day at different prices.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.37 to \$130.79 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.63 to \$132.39 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.66 to \$133.54 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.06 to \$134.96 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.06 to \$135.21 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.09 to \$136.86 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.39 to \$135.33 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.44 to \$136.42 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.45 to \$137.43 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.49 to \$137.93 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.64 to \$139.60 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.75 to \$140.54 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (14) The stock option vests and becomes exercisable in 48 equal monthly installments beginning on January 19, 2015, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

- (15) The stock option vested and became exercisable as to 25% of the shares subject to the option on May 12, 2015, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

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