

Clovis Oncology, Inc.  
Form 4  
August 29, 2016

**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

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 \*  
MUEHL DANIEL W

(Last) (First) (Middle)

C/O CLOVIS ONCOLOGY,  
INC., 5500 FLATIRON PARKWAY

(Street)

BOULDER, CO 80301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/25/2016

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)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

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| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 22.73                     | 08/25/2016       | A          | 37,500   |      |   |     |     | <u>(1)</u>       | 08/25/2026      | Common Stock | 37,500                     |
| Restricted Stock Units      | <u>(2)</u>                   | 08/25/2016       | A          | 8,750  |      |   |     |     | <u>(3)</u>       | <u>(3)</u>      | Common Stock | 8,750                      |
| Stock Option (right to buy) | \$ 84.83                     |                  |            |  |      |   |     |     | <u>(4)(5)</u>    | 07/06/2025      | Common Stock | 35,000                     |
| Stock Option (right to buy) | \$ 19.37                     |                  |            |  |      |   |     |     | <u>(4)(5)</u>    | 03/01/2026      | Common Stock | 7,500                      |
| Restricted Stock Units      | <u>(2)</u>                   |                  |            |  |      |   |     |     | <u>(6)</u>       | <u>(6)(7)</u>   | Common Stock | 2,500                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| MUEHL DANIEL W<br>C/O CLOVIS ONCOLOGY, INC.<br>5500 FLATIRON PARKWAY<br>BOULDER, CO 80301 |               |           | See Remarks |       |

## Signatures

/s/ Daniel W. Muehl                      08/29/2016

                                              Date

\*\*Signature of Reporting Person

## 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)

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The option shall vest as to 25% of the shares on August 25, 2017, and the remainder shall vest in substantially equal installments over the 36 months immediately following such date.

- (2) Each restricted stock unit represents the right to receive one share of Common Stock.
- (3) The restricted stock units shall vest as to 25% of the units on August 25, 2017, and the remainder shall vest in substantially equal installments over the 12 quarters immediately following such date.
- (4) The option vested as to 25% of the shares on July 6, 2016, and the remainder vest in substantially equal installments over the 36 months immediately following such date.
- (5) The vesting schedule for this option was incorrectly reported on a previously filed Form 3. This Form 4 reflects the correct vesting schedule.
- (6) The restricted stock units shall vest as to 50% of the units on March 1, 2017, and the remainder shall vest on March 1, 2018.
- (7) An expiration date was incorrectly reported for these restricted stock units on a previously filed Form 3. This Form 4 reflects that the restricted stock units do not have such an expiration date.

### **Remarks:**

Vice President of Finance, Principal Financial Officer and Principal Accounting Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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