

Boxer Capital, LLC
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Boxer Capital, LLC

(Last) (First) (Middle)

11682 EL CAMINO REAL, SUITE 320

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2019

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)
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/01/2019 | | S ⁽³⁾ | 425,000 | D \$ 69 | 1,290,560 | D (1) (2) |
| Common Stock | 03/01/2019 | | M | 425,006 | A \$ 0.001 | 1,715,566 | D (1) (2) |
| Common Stock | 03/01/2019 | | F | 6 | D \$ 72.8 | 1,715,560 | D (1) (2) |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant (right to purchase) | \$ 0.001 | 03/01/2019 | | M | 425,006 | 01/06/2017 | <u>(4)</u> | Common Stock | 425,006 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boxer Capital, LLC 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | | | X | |

Signatures

Boxer Capital, LLC, By: /s/ Aaron Davis
03/05/2019

**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) Braslyn Ltd., (ii) Boxer Capital, (iii) Boxer Asset Management Inc. ("Boxer Management"), (iv) MVA Investors, LLC (v) Joe Lewis, (vi) Rodney W. Lappe, (vii) Ivan M. Lieberburg, (viii) Aaron I. Davis, (ix) Neil Reisman, (x) Shehan B. Dissanayake, and (xi) Christopher Fuglesang (collectively, the "Boxer Group"), and indirectly by Boxer Management and Messrs. Lewis, Fuglesang, Reisman, Lieberburg, Dissanayake and Davis, by virtue of their ownership in Boxer Capital. Each of Messrs. Fuglesang, Reisman, Lieberburg, Dissanayake and Davis is a member of Boxer Capital.
- (1) (Continued from footnote 1) Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.
- (2) The reporting person's sale of the issuer's common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 150,000 shares, with the reporting person's purchase of 150,000 shares of the issuer's common stock at a price of \$62 per share on January 17, 2019. The Boxer Group has paid an aggregate of \$1,050,000 to the issuer, representing the full amount of the profit realized in connection with the short-swing transaction.
- (3) The warrants do not have an expiration date and are not exercisable to the extent that, following exercise of such warrants, the warrant holder and its affiliates would beneficially own more than 19.99% of the issuer's common stock.
- (4)

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