

Mirati Therapeutics, Inc.
Form SC 13D/A
September 28, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

Mirati Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

60468T105

(CUSIP Number)

David A. Brown

Alston & Bird LLP

950 F Street, N.W.

Washington, DC 20004-1404

202-239-3463

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 26, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Boxer Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

947,715*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

947,715*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

947,715*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%**

14 TYPE OF REPORTING PERSON (See Instructions)

OO

* This number includes 189,780 shares of common stock that Boxer Capital has the right to acquire pursuant to the Boxer 2012 Warrant.

** Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Boxer Asset Management Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

947,715*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

947,715*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

947,715*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%**

14 TYPE OF REPORTING PERSON (See Instructions)

CO

* This number includes 189,780 shares of common stock that Boxer Capital has the right to acquire pursuant to the Boxer 2012 Warrant.

** Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

MVA Investors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 507,526*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

507,526*

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

507,526*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.5%**

14 TYPE OF REPORTING PERSON (See Instructions)

OO

* This number includes 78,186 shares of common stock that MVA Investors, LLC has the right to acquire pursuant to the MVA 2012 Warrant.

** Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Braslyn Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

1,992,085

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

1,992,085

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,992,085

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

* Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Aaron I. Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 87,052

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 87,052

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,052

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%*

14 TYPE OF REPORTING PERSON (See Instructions)

IN

* Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Shehan B. Dissanayake

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 77,038

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 77,038

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,038

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%*

14 TYPE OF REPORTING PERSON (See Instructions)

IN

* Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Christopher Fuglesang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 30,518

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

30,518

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,518

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%*

14 TYPE OF REPORTING PERSON (See Instructions)

IN

* Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

CUSIP No. 60468T105

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Rodney W. Lappe

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 83,172*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

83,172*

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

83,172*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%**

14 TYPE OF REPORTING PERSON (See Instructions)

IN

* This number includes 70,509 shares of common stock that Rodney W. Lappe has the right to acquire pursuant to stock options.

** Based on 20,262,480 shares of common stock outstanding which is the sum of (i) 19,924,005 shares of common stock reported to be outstanding as of August 1, 2016 by the Issuer on its Form 10-Q filed with the SEC on August 4, 2016, (ii) 189,780 shares of common stock, which Boxer Capital currently has the right to acquire pursuant to the Boxer 2012 Warrant, (iii) 78,186 shares of common stock, which MVA Investors currently has the right to acquire pursuant to the MVA 2012 Warrant and (iv) 70,509 shares of common stock subject to options exercisable within the next 60 days.

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SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

Ivan M. Lieberburg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 37,241

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

37,241

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,241

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%*

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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SCHEDULE 13D/A