

Evoke Pharma Inc
 Form 4
 February 05, 2016

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 *
 D'Onofrio Matthew J

(Last) (First) (Middle)

C/O EVOKE PHARMA, INC., 505
 LOMAS SANTA FE DRIVE,
 SUITE 270

(Street)

SOLANA BEACH, CA 92075

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Evoke Pharma Inc [EVOK]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/05/2016

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)
 Exec VP, Chief Bus. Officer

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 Indirect Beneficial 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.67	02/05/2016	D		94,250		<u>(1)</u>	12/01/2023	Common Stock	94,250
Stock Option (Right to Buy)	\$ 6.22	02/05/2016	D		70,000		<u>(3)</u>	03/05/2025	Common Stock	70,000
Stock Option (Right to Buy)	\$ 3.04	02/05/2016	A		70,687		<u>(5)</u>	12/01/2023	Common Stock	70,687
Stock Option (Right to Buy)	\$ 3.04	02/05/2016	A		52,500		<u>(5)</u>	03/05/2025	Common Stock	52,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

D'Onofrio Matthew J
C/O EVOKE PHARMA, INC.
505 LOMAS SANTA FE DRIVE, SUITE 270
SOLANA BEACH, CA 92075

Exec VP, Chief Bus. Officer

Signatures

/s/ Matthew J.

02/05/2016

D'Onofrio

**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).
- (1) The total number of shares of common stock subject to the option vests in 48 equal monthly installments over the four-year period following the date of grant (12/2/2013), subject to the reporting person's continued service to the Issuer through each such vesting date.
 - (2) On February 5, 2016, the Issuer canceled an option granted on December 2, 2013. In exchange for the canceled option, the reporting person received 70,687 options to purchase common stock.

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- (3) The total number of shares of common stock subject to the option vests in 48 equal monthly installments over the four-year period beginning on January 1, 2015, subject to the reporting person's continued service to the Issuer through each such vesting date.
- (4) On February 5, 2016, the Issuer canceled an option granted on March 6, 2015. In exchange for the canceled option, the reporting person received 52,500 options to purchase common stock.
- (5) The total number of shares of common stock subject to the option vests in 36 equal monthly installments over the three-year period beginning on January 1, 2016, subject to the reporting person's continued service to the Issuer through each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.