

BAUM CHARLES M

Form 4

August 24, 2018

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAUM CHARLES M

(Last) (First) (Middle)

**C/O MIRATI THERAPEUTICS
INC., 9393 TOWNE CENTRE
DRIVE, STE 200**

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Mirati Therapeutics, Inc. [MRTX]

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

08/23/2018

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/23/2018		M ⁽¹⁾	51,810 A	\$ 8.5	102,742	D
Common Stock	08/23/2018		S ⁽¹⁾	17,434 D	\$ 56.8848	85,308	D
Common Stock	08/23/2018		S ⁽¹⁾	32,514 D	\$ 57.862	52,794	D
Common Stock	08/23/2018		S ⁽¹⁾	1,862 D	\$ 58.3962	50,932	D

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Common Stock 08/24/2018 M 11,486 A \$ 17.41 62,418 D

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
Common Stock	\$ 8.5	08/23/2018		M ⁽¹⁾	51,810	⁽⁵⁾ 07/16/2020	Common Stock 51,810
Common Stock	\$ 17.41	08/24/2018		M	11,486	⁽⁶⁾ 05/20/2024	Common Stock 11,486

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAUM CHARLES M
C/O MIRATI THERAPEUTICS INC.
9393 TOWNE CENTRE DRIVE, STE 200
SAN DIEGO, CA 92121

President & CEO

Signatures

/s/ Vickie Reed, Attorney-in-Fact 08/24/2018

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2017.

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- (2) This transaction was executed in multiple trades at prices ranging from \$56.30 to \$57.25. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) This transaction was executed in multiple trades at prices ranging from \$57.30 to \$58.25. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) This transaction was executed in multiple trades at prices ranging from \$58.30 to \$58.45. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (5) 20% of the shares subject to the stock option vested and became exercisable on the Date of Grant and 20% of the shares vested on each of the 1st 2nd, 3rd and 4th anniversaries of November 12, 2012. The options expire on July 16, 2020.

- (6) 1/4th of the shares subject to the Option shall vest and become exercisable on the first anniversary of the date of grant, and 1/48th of the shares subject to the Option shall vest each month thereafter until fully vested.

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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