

Bilenker Joshua H.
Form 4
February 15, 2019

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 *
Bilenker Joshua H.

(Last) (First) (Middle)

C/O LOXO ONCOLOGY,
INC., ONE LANDMARK SQUARE,
SUITE 1122

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Loxo Oncology, Inc. [LOXO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2019

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)
☒ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 02/15/2019 | | D ⁽¹⁾ | 162,707 | D | | |
| | | | | (A) or (D) | Price \$ 235 0 ⁽¹⁾ | | |
| Common Stock | 02/15/2019 | | D ⁽¹⁾ | 30,000 | D | | |
| | | | | (A) or (D) | Price \$ 235 0 ⁽¹⁾ | | |

By Joshua H.
Bilenker,tee
Joshua
Bilenker
2018 GRAT,
dated
06/20/2018

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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 (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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 1.184 | 02/15/2019 | | D ⁽¹⁾ | | 27,459 | | ⁽²⁾ | 11/14/2023 | Common Stock | 27,459 |
| Employee Stock Option (Right to Buy) | \$ 3.648 | 02/15/2019 | | D ⁽¹⁾ | | 64,471 | | ⁽²⁾ | 06/18/2024 | Common Stock | 64,471 |
| Employee Stock Option (Right to Buy) | \$ 13.67 | 02/15/2019 | | D ⁽¹⁾ | | 318,514 | | ⁽¹⁾ | 12/18/2024 | Common Stock | 318,514 |
| Employee Stock Option (Right to Buy) | \$ 31.69 | 02/15/2019 | | D ⁽¹⁾ | | 142,000 | | ⁽²⁾ | 12/15/2025 | Common Stock | 142,000 |
| Employee Stock Option (Right to Buy) | \$ 26.27 | 02/15/2019 | | D ⁽¹⁾ | | 209,000 | | ⁽²⁾ | 12/05/2026 | Common Stock | 209,000 |
| Employee Stock Option (Right to Buy) | \$ 43.56 | 02/15/2019 | | D ⁽¹⁾ | | 100,000 | | ⁽²⁾ | 03/14/2027 | Common Stock | 100,000 |

| | | | | | | | | |
|--------------------------------------|-----------|------------|------------------------|---------|------------|------------|--------------|---------|
| Employee Stock Option (Right to Buy) | \$ 84.88 | 02/15/2019 | <u>D⁽¹⁾</u> | 300,000 | <u>(2)</u> | 01/03/2028 | Common Stock | 300,000 |
| Employee Stock Option (Right to Buy) | \$ 139.77 | 02/15/2019 | <u>D⁽¹⁾</u> | 128,000 | <u>(2)</u> | 01/01/2029 | Common Stock | 128,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bilenker Joshua H. C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901 | X | | President & CEO | |

Signatures

/s/Jennifer Burstein, by power of attorney

****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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated January 5, 2019, between Eli Lilly and Company, an Indiana corporation ("Lilly"), Bowfin Acquisition Corporation, Inc., a Delaware corporation and a wholly owned subsidiary of Lilly ("Merger Sub"), and Loxo Oncology, Inc., a Delaware corporation ("Loxo Oncology"), Merger Sub will merge with and into Loxo Oncology, with Loxo Oncology surviving as a wholly owned subsidiary of Lilly (the "Merger"). Pursuant to the Merger Agreement each issued and outstanding shares (the "Shares") of Loxo common stock, par value \$0.0001 per share, was purchased at a price of \$235.00 per share (the "Offer Price"), net to the seller in cash, without interest, and subject to withholding taxes.

Pursuant to the Merger Agreement, as of immediately prior to the Effective Time, each Loxo Oncology stock option that is then-outstanding and unvested shall become immediately vested and exercisable in full. At the Effective Time, each Loxo Oncology stock option that is outstanding under the Loxo Oncology Equity Incentive Plans (including any unvested Loxo stock options for which the vesting was accelerated immediately prior to the Effective Time as described above) will be cancelled and converted into the right to receive an amount in cash equal to the product of (x) the number of Shares issuable under such option multiplied by (y) the excess, if any, of (A) the Offer Price over (B) the per share exercise price of such option. Any outstanding option with an exercise price equal to or greater than the Offer Price will be cancelled for no consideration at the Effective Time.

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.