

Reisman Neil
Form 4
January 15, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Reisman Neil

(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)

01/11/2019

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 01/11/2019 | | M | | 10,000 A \$ 27 | 23,131 | D |
| Common Stock | 01/11/2019 | | M | | 15,972 A \$ 4.05 | 39,103 | D |
| Common Stock | 01/11/2019 | | F | | 5,656 D \$ 59.5 (1) | 33,447 | D |
| Common Stock | 01/11/2019 | | F | | 50 D \$ 60.2 | 33,397 | D |
| Common Stock | | | | | | 1,565,560 | I |
| | | | | | | | See footnote (2) |

| | | | |
|--------------|---------|---|-----------------------------|
| Common Stock | 513,630 | I | See footnote ⁽³⁾ |
|--------------|---------|---|-----------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 27 | 01/11/2019 | | M | 10,000 | ⁽⁴⁾ 03/06/2019 ⁽⁶⁾ | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 4.05 | 01/11/2019 | | M | 15,972 | ⁽⁵⁾ 03/06/2019 ⁽⁶⁾ | Common Stock | 15,972 |

Reporting Owners

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

Signatures

/s/ Neil Reisman 01/15/2019

**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).

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions (1) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$59.10 to \$60.00.

These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"). The reporting person may 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., (iv) MVA Investors, LLC ("MVA Investors"), (v) Tuesday Thirteen Inc., (vi) Joseph C. Lewis, (vii) Rodney W. Lappe, (viii) Ivan M. Lieberburg, (ix) Aaron I. Davis, (x) the reporting person, (xi) Shehan B. Dissanayake, and (xii) Christopher Fuglesang. The reporting person is a member of Boxer Capital. The reporting person disclaims beneficial ownership of these securities to the extent he does not have a pecuniary interest therein.

These securities are owned directly and solely by MVA Investors, which has sole voting and dispositive power with respect to these (3) securities. The reporting person is a member of MVA Investors. The reporting person disclaims beneficial ownership of these securities to the extent he does not have a pecuniary interest therein.

On January 18, 2018, the reporting person was granted an option to purchase 10,000 shares of common stock. 1/12th of the shares (4) underlying the option vest each month until the shares subject to the option are fully vested on the one-year anniversary of the date of grant. On December 6, 2018, in connection with the resignation of the reporting person from the board of directors (the "Board"), vesting under the option was fully accelerated.

On June 22, 2017, the reporting person was granted an option to purchase 25,000 shares of common stock. 1/36th of the shares (5) underlying the option vest each month until the shares subject to the option are fully vested on the three-year anniversary of the date of grant. On December 6, 2018, in connection with the resignation of the reporting person from the Board, vesting under the option was accelerated through May 31, 2019.

(6) The reporting person had 90 days from the date of his resignation from the Board to exercise his vested options.

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.