

Mirati Therapeutics, Inc.
Form 4
January 10, 2017

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 *
Boxer Capital, LLC

(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)
01/06/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 | (A) or (D) | Price |
| Common Stock | 01/06/2017 | | P | | 280,059 | A | \$ 5.6 |
| Common Stock | 01/06/2017 | | P | | 6,104 | A | \$ 5.6 |
| Common Stock | | | | | | | 30,518 |
| Common Stock | | | | | | | 13,131 |
| Common Stock | | | | | | | 37,241 |

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| | | |
|--------------|--------|--------------|
| Common Stock | 77,038 | D <u>(7)</u> |
| Common Stock | 87,052 | D <u>(8)</u> |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Warrant (right to purchase) | \$ 0.001 | 01/06/2017 | | P | 2,341,786 | 01/06/2017 <u>(9)</u> | Common Stock 2,341,786 |
| Warrant (right to purchase) | \$ 0.001 | 01/06/2017 | | P | 51,047 | 01/06/2017 <u>(9)</u> | Common Stock 51,047 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boxer Capital, LLC 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | | X | | |
| LEWIS JOSEPH C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| Boxer Asset Management Inc. C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |
| MVA Investors, LLC | | X | | |

| | |
|---|---|
| 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | |
| LAPPE RODNEY W 4660 LA JOLLA VILLAGE DRIVE, SUITE 500 SAN DIEGO, CA 92121 | X |
| LIEBERBURG IVAN M 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | X |
| Davis Aaron I. 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | X |
| Reisman Neil 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | X |
| Dissanayake Shehan Bharatha 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | X |
| Fuglesang Christopher 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | X |

Signatures

| | |
|---|--------------------|
| Boxer Capital, LLC, By: /s/ Aaron Davis, Aaron Davis __Signature of Reporting Person | 01/10/2017 Date |
| Boxer Asset Management Inc., By: /s/ Jefferson Voss, Jefferson Voss __Signature of Reporting Person | 01/10/2017 Date |
| MVA Investors, LLC, By: /s/ Aaron Davis, Aaron Davis __Signature of Reporting Person | 01/10/2017 Date |
| Joseph Lewis, /s/ Joseph Lewis, Joseph Lewis __Signature of Reporting Person | 01/10/2017 Date |
| Rodney W. Lappe, By: /s/ Rodney W. Lappe, Rodney W. Lappe __Signature of Reporting Person | 01/10/2017 Date |
| Ivan M. Lieberburg, By: /s/ Ivan M. Lieberburg, Ivan M. Lieberburg __Signature of Reporting Person | 01/10/2017 Date |
| Aaron I. Davis, By: /s/ Aaron I. Davis, Aaron I. Davis __Signature of Reporting Person | 01/10/2017 Date |
| Neil Reisman, By: /s/ Neil Reisman, Neil Reisman __Signature of Reporting Person | 01/10/2017 Date |
| Shehan B. Dissanayake, By: /s/ Shehan B. Dissanayake, Shehan B. Dissanayake __Signature of Reporting Person | 01/10/2017 Date |
| | 01/10/2017 |

Christopher Fuglesang, By: /s/ Christopher Fuglesang, Christopher Fuglesang

__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).

These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to 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. ("Braslyn"), (ii) Boxer Capital, (iii) Boxer Asset Management Inc. ("Boxer Management"), (v) MVA Investors, LLC ("MVA Investors"), (vi) Joe Lewis, (vii) Rodney W. Lappe, (viii) Ivan M. Lieberburg, (ix) Aaron I. Davis, (x) Neil Reisman, (xi) Shehan B. Dissanayake, and (xii) Christopher Fuglesang (collectively, the "Boxer Group"), and indirectly by Boxer Management and Messrs.

(2) (Continued from Footnote 1) Lewis, Fuglesang, Reisman, Lieberburg, Dissanayake and Davis, by virtue of their ownership in Boxer Capital. Each of Messrs. Fuglesang, Reisman, Lieberburg, Dissanayake and Davis is a member of Boxer Capital. Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

(3) These securities are owned directly and solely by MVA Investors, which has sole voting and dispositive power with respect to these securities. Each of Messrs. Fuglesang, Reisman, Lieberburg, Dissanayake and Davis is a member of MVA Investors. Each member of the Boxer Group other than MVA Investors disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

(4) These securities are owned directly by Christopher Fuglesang, who may be deemed to be a member of the Boxer Group, and includes 11,436 shares received in connection with the pro rata distribution by Boxer Capital to its members on March 16, 2016 (the "Boxer Capital Pro Rata Distribution").

(5) These securities are owned directly by Neil Reisman, who may be deemed to be a member of the Boxer Group, and includes 4,921 shares received in connection with the Boxer Capital Pro Rata Distribution.

(6) These securities are owned directly by Ivan M. Lieberburg, who may be deemed to be a member of the Boxer Group, and includes 34,981 shares received in connection with the Boxer Capital Pro Rata Distribution.

(7) These securities are owned directly by Shehan B. Dissanayake, who may be deemed to be a member of the Boxer Group, and includes 28,869 shares received in connection with the Boxer Capital Pro Rata Distribution.

(8) These securities are owned directly by Aaron I. Davis, who may be deemed to be a member of the Boxer Group, and includes 32,622 shares received in connection with the Boxer Capital Pro Rata Distribution.

(9) The warrants do not have an expiration date and are not exercisable to the extent that, following exercise of such warrants, the warrant holder and its affiliates would beneficially own more than 19.99% of the issuer's common stock.

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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