

Mirati Therapeutics, Inc.  
Form 8-K  
January 16, 2019

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 16, 2019**

**MIRATI THERAPEUTICS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation)**

**001-35921**  
**(Commission**

**46-2693615**  
**(IRS Employer**

**File No.)**  
**9393 Towne Centre Drive, Suite 200**

**Identification No.)**

Edgar Filing: Mirati Therapeutics, Inc. - Form 8-K

**San Diego, California 92121**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (858) 332-3410**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

In this report, Mirati, the Company, we, us and our refer to Mirati Therapeutics, Inc., a Delaware corporation, and its subsidiaries on a consolidated basis.

## **Item 2.02 Results of Operations and Financial Condition.**

On January 16, 2019, we filed with the Securities and Exchange Commission (the SEC) a preliminary prospectus supplement (the Preliminary Prospectus) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to its Registration Statement on Form S-3ASR (File No. 333-227209) filed with the SEC on September 6, 2018, in connection with a proposed public offering. In the Preliminary Prospectus, Mirati disclosed that it had \$222.8 million in cash, cash equivalents and short-term investments as of December 31, 2018. This amount is preliminary and is subject to completion of financial closing procedures. As a result, this amount may differ from the amount that will be reflected in our consolidated financial statements as of and for the year ended December 31, 2018.

## **Forward-Looking Statements**

This report contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Any statements in this report that are not historical facts may be considered forward-looking statements, including, but not limited to, statements regarding Mirati's preliminary unaudited cash, cash equivalents and short-term investments position as of December 31, 2018. Forward-looking statements are typically, but not always, identified by the use of words such as may, would, believe, intend, plan, anticipate, estimate, expect, and other similar terms. Forward-looking statements are based on current expectations of management and upon what management believes to be reasonable assumptions based on information currently available to it, and are subject to risks and uncertainties. Such risks and uncertainties may cause actual results to differ materially from the expectations set forth in the forward-looking statements. Such risks and uncertainties include, but are not limited to, risks related to preliminary financial results, including the risks that the preliminary financial results reported herein reflect information available to Mirati only at this time and may differ from actual results, including in connection with Mirati's completion of financial closing procedures, as well as other risks detailed in our recent filings on Forms 10-K and 10-Q with SEC. We undertake no obligation to update any forward-looking statements to reflect new information, events or circumstances, or to reflect the occurrence of unanticipated events.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 16, 2019

**MIRATI THERAPEUTICS, INC.**

By: /s/ Charles M. Baum  
Charles M. Baum  
President and Chief Executive Officer