

Evoke Pharma Inc
Form SC 13G
February 12, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Evoke Pharma, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

30049G104

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 12

1 **NAME OF REPORTING PERSON**LVP Life Science Ventures III, L.P. ("LVP III")
 2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)
 3 SEC USE ONLY
 4 **CITIZENSHIP OR PLACE OF ORGANIZATION**
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 **SOLE VOTING POWER**
 1,054,262 shares, except that LVP GP III, LLC ("GP III"), the general partner of LVP III, may be deemed to have sole power to vote these shares, and Patrick Latterell ("Latterell"), the managing member of GP III, and Kenneth Widder ("Widder"), a member of GP III, may be deemed to have shared power to vote these shares.

6 **SHARED VOTING POWER**
 See response to row 5.

7 **SOLE DISPOSITIVE POWER**
 1,054,262 shares, except that GP III, the general partner of LVP III, may be deemed to have sole power to dispose of these shares, and Latterell, the managing member of GP III, and Widder, a member of GP III, may be deemed to have shared power to dispose of these shares.

8 **SHARED DISPOSITIVE POWER**
 See response to row 7.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**1,054,262

10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**
 17.3%

12 **TYPE OF REPORTING PERSON**PN

1 **NAME OF REPORTING PERSON** LVP III Associates, L.P. (“Associates”)
2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)
3 SEC USE ONLY
4 **CITIZENSHIP OR PLACE OF ORGANIZATION**
 Delaware

NUMBER OF 5 **SOLE VOTING POWER**
SHARES 52,711 shares, except that GP III, the general partner of Associates, may be deemed to have sole
BENEFICIALLY power to vote these shares, and Latterell, the managing member of GP III, and Widder, a member
OWNED BY of GP III, may be deemed to have shared power to vote these shares.
EACH 6 **SHARED VOTING POWER**
REPORTING See response to row 5.
PERSON 7 **SOLE DISPOSITIVE POWER**
WITH 52,711 shares, except that GP III, the general partner of Associates, may be deemed to have sole
 power to dispose of these shares, and Latterell, the managing member of GP III, and Widder, a
 member of GP III, may be deemed to have shared power to dispose of these shares.
 8 **SHARED DISPOSITIVE POWER**
 See response to row 7.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**
 REPORTING PERSON 52,711
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES
11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**
 0.9%

12 **TYPE OF REPORTING PERSON** PN

1 **NAME OF REPORTING PERSONS**LVP III Partners, L.P. (“Partners”)
 2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)
 3 SEC USE ONLY
 4 **CITIZENSHIP OR PLACE OF ORGANIZATION**
 Delaware

NUMBER OF 5 **SOLE VOTING POWER**
SHARES 26,356 shares, except that GP III, the general partner of Partners, may be deemed to have sole
BENEFICIALLY power to vote these shares, and Latterell, the managing member of GP III, and Widder, a member
OWNED BY of GP III, may be deemed to have shared power to vote these shares.
EACH 6 **SHARED VOTING POWER**
REPORTING See response to row 5.
PERSON 7 **SOLE DISPOSITIVE POWER**
WITH 26,356 shares, except that GP III, the general partner of Partners, may be deemed to have sole
power to dispose of these shares, and Latterell, the managing member of GP III, and Widder, a
member of GP III, may be deemed to have shared power to dispose of these shares.
8 **SHARED DISPOSITIVE POWER**
See response to row 7.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**
REPORTING PERSON26,356

10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)**
EXCLUDES CERTAIN SHARES

11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**
0.4%

12 **TYPE OF REPORTING PERSON**PN

1 **NAME OF REPORTING PERSON**LVP GP III, LLC (“GP III”)
2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)
3 SEC USE ONLY
4 **CITIZENSHIP OR PLACE OF ORGANIZATION**
 Delaware

NUMBER OF 5 **SOLE VOTING POWER**
SHARES 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly
BENEFICIALLY owned by Associates and 26,356 of which are directly owned by Partners. GP III, the general
OWNED BY partner of LVP III, Associates and Partners, may be deemed to have sole power to vote these
EACH shares, and Latterell, the managing member of GP III, and Widder, a member of GP III, may be
REPORTING deemed to have shared power to vote these shares.
PERSON 6 **SHARED VOTING POWER**
WITH See response to row 5.

7 **SOLE DISPOSITIVE POWER**
1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly
owned by Associates and 26,356 of which are directly owned by Partners. GP III, the general
partner of LVP III, Associates and Partners, may be deemed to have sole power to dispose of
these shares, and Latterell, the managing member of GP III, and Widder, a member of GP III,
may be deemed to have shared power to dispose of these shares.

8 **SHARED DISPOSITIVE POWER**
See response to row 7.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**
REPORTING PERSON1,133,329

10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)**
EXCLUDES CERTAIN SHARES

11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**
18.5%

12 **TYPE OF REPORTING PERSON**OO

1 **NAME OF REPORTING PERSON**SLVPMC, LLC (“LVPMC”)
2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)
3 SEC USE ONLY
4 **CITIZENSHIP OR PLACE OF ORGANIZATION**
 Delaware
5 **NUMBER OF SOLE VOTING POWER**
 SHARES 5,250 shares. Latterell, the manager of LVPMC, may be deemed to have sole power to vote these
6 **BENEFICIALLY** shares.
 OWNED BY 6 **SHARED VOTING POWER**
 EACH See response to row 5.
7 **REPORTING** 7 **SOLE DISPOSITIVE POWER**
 PERSON 5,250 shares. Latterell, the manager of LVPMC, may be deemed to have shared power to dispose
 WITH of these shares.
 8 **SHARED DISPOSITIVE POWER**
 See response to row 7.
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**
 REPORTING PERSON5,250
10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)**
 EXCLUDES CERTAIN SHARES
11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**
 0.1%
12 **TYPE OF REPORTING PERSON**OO

1 **NAME OF REPORTING PERSONS**Patrick F. Latterell (“Latterell”)
 2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)
 3 SEC USE ONLY
 4 **CITIZENSHIP OR PLACE OF ORGANIZATION**
 United States

NUMBER OF 5 **SOLE VOTING POWER**
SHARES 5,250 shares, all of which are directly owned by LVPMC, LLC. Latterell is the manager of
BENEFICIALLY LVPMC, LLC and may be deemed to have sole power to vote those shares.
OWNED BY 6 **SHARED VOTING POWER**
EACH 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly
REPORTING owned by Associates and 26,356 of which are directly owned by Partners. Latterell is the
PERSON managing member of GP III, which is the general partner of LVP III, Associates and Partners.
WITH Latterell may be deemed to have shared power to vote these shares.

7 **SOLE DISPOSITIVE POWER**
 5,250 shares, all of which are directly owned by LVPMC, LLC. Latterell is the manager of
 LVPMC, LLC and may be deemed to have sole power to dispose of those shares.

8 **SHARED DISPOSITIVE POWER**
 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly
 owned by Associates and 26,356 of which are directly owned by Partners. Latterell is the
 managing member of GP III, which is the general partner of LVP III, Associates and Partners.
 Latterell may be deemed to have shared power to dispose of these shares.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**
REPORTING PERSON1,138,579

10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)**
EXCLUDES CERTAIN SHARES

11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**
 18.6%

12 **TYPE OF REPORTING PERSON**IN

1 **NAME OF REPORTING PERSONS**Kenneth J. Widder (“Widder”)
2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)
3 SEC USE ONLY
4 **CITIZENSHIP OR PLACE OF ORGANIZATION**
 United States

NUMBER OF 5 **SOLE VOTING POWER**
SHARES 0 shares.
BENEFICIALLY 6 **SHARED VOTING POWER**
OWNED BY 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly
EACH owned by Associates and 26,356 of which are directly owned by Partners. Widder is a member
REPORTING of GP III, which is the general partner of LVP III, Associates and Partners. Widder may be
PERSON deemed to have shared power to vote these shares.
WITH
7 **SOLE DISPOSITIVE POWER**
 0 shares.
8 **SHARED DISPOSITIVE POWER**
 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly
 owned by Associates and 26,356 of which are directly owned by Partners. Widder is a member
 of GP III, which is the general partner of LVP III, Associates and Partners. Widder may be
 deemed to have shared power to dispose of these shares.
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**
 REPORTING PERSON1,133,329
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES
11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**
 18.5%
12 **TYPE OF REPORTING PERSON**IN

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ITEM 1 (A) . NAME OF ISSUER

Evoke Pharma, Inc. (the "Issuer")

ITEM 1 (B) . ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

505 Lomas SantaFe Drive, Suite 270

Solana Beach, CA 92075

ITEM 2 (A) . NAME OF PERSONS FILING

This Schedule is filed by LVP Life Science Ventures III, L.P., a Delaware limited partnership, LVP III Associates, L.P., a Delaware limited partnership ("Associates"), LVP III Partners, L.P., a Delaware limited partnership ("Partners"), LVP GP III, LLC, a Delaware limited liability company ("GP III"), and Patrick Latterell ("Latterell") and Kenneth Widder ("Widder"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 2 (B) . ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o LVPMC, LLC

455 Market Street, Suite 2220
San Francisco, CA 94105

ITEM 2 (C) . CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM 2 (D) . TITLE OF CLASS OF SECURITIES

Common Stock, \$0.0001 par value

ITEM 2 (D) CUSIP NUMBER

30049G104

ITEM 3 . IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

NOT APPLICABLE.

ITEM 4 . OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

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Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

Percent of Class:

See Row 11 of cover page for each Reporting Person.

Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(i.i) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(i.i.i) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(i.v) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5 . OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6 . OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of LVP III, Associates and Partners and the limited liability company agreement of GP III, the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer owned by each such entity of which they are a partner or member.

ITEM 7 . IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8 . IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9 . NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10 . CERTIFICATION.

Not applicable

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2015

LVP LIFE SCIENCE VENTURES III, L.P.

By : LVP GP III, LLC

Its : General Partner

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVP III ASSOCIATES, L.P.

By : LVP GP III, LLC

Its : General Partner

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVP III PARTNERS, L.P.,

By : LVP GP III, LLC

Its : General Partner

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVP GP III, LLC

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVPMC, LLC

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its: Manager

PATRICK F. LATTERELL

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

KENNETH J. WIDDER

By : /s/ Kenneth J. Widder

Name : Kenneth J. Widder

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EXHIBIT INDEX

<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>
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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 10, 2015

LVP LIFE SCIENCE VENTURES III, L.P.

By : LVP GP III, LLC

Its : General Partner

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVP III ASSOCIATES, L.P.

By : LVP GP III, LLC

Its : General Partner

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVP III PARTNERS, L.P.,

By : LVP GP III, LLC

Its : General Partner

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVP GP III, LLC

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Managing Member

LVPMC, LLC

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

Its : Manager

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PATRICK F. LATTERELL

By : /s/ Patrick F. Latterell

Name : Patrick F. Latterell

KENNETH J. WIDDER

By : /s/ Kenneth J. Widder

Name : Kenneth J. Widder