

Boxer Capital, LLC  
Form 4  
June 11, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Boxer Capital, LLC

2. Issuer Name and Ticker or Trading Symbol  
Mirati Therapeutics, Inc. [MRTX]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
11682 EL CAMINO REAL, SUITE 320,  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/07/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

SAN DIEGO, CA 92130

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 06/07/2018                           |  | P                              | A   | \$ 193,050  |  | D (1) (2) (3)                     |
|                                 |                                      |  |                                |   | 38.85   |  |                                   |
|                                 |                                      |  |                                |   | 1,565,560   |  |                                   |

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)**

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Boxer Capital, LLC<br>11682 EL CAMINO REAL, SUITE 320<br>SAN DIEGO, CA 92130                            |               | X         |         |       |
| Boxer Asset Management Inc.<br>C/O CAY HOUSE<br>EP TAYLOR DRIVE N7776, LYFORD CAY<br>NEW PROVIDENCE, C5 |               | X         |         |       |
| LEWIS JOSEPH<br>C/O CAY HOUSE<br>EP TAYLOR DRIVE N7776, LYFORD CAY<br>NEW PROVIDENCE, C5                |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Boxer Capital, LLC, By: /s/ Aaron Davis, Chief Executive Officer | 06/11/2018 |
| __Signature of Reporting Person                                  | Date       |
| Boxer Asset Management Inc., By: /s/ Jason Callender, Director   | 06/11/2018 |
| __Signature of Reporting Person                                  | Date       |
| /s/ Joseph C. Lewis  | 06/11/2018 |
| __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) 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

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Capital, (iii) Boxer Asset Management Inc. ("Boxer Management"), (v) MVA Investors, LLC ("MVA Investors"), (vi) Joseph C. 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. Lewis, Fuglesang, Reisman, Lieberburg, Dissanayake, and Davis, by virtue of their ownership in Boxer Capital.

- (Continued from footnote 1) Each of Messrs. Fuglesang, Reisman, Lieberburg, Lappe, Dissanayake and Davis is a direct or indirect
- (2) 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 indirectly by Boxer Management and Joseph Lewis, by virtue of their ownership of Boxer Capital.

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.