

Evoke Pharma Inc
Form 4
October 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
WIDDER KENNETH J

(Last) (First) (Middle)

**C/O EVOKE PHARMA,
INC., 12555 HIGH BLUFF DRIVE,
SUITE 385**

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Evoke Pharma Inc [EVOK]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2013

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	(A) or (D)	Price		
Common Stock	09/30/2013		C		1,054,262	A	<u>11</u> 1,054,262	I	Directly owned by LVP III ⁽²⁾
Common Stock	09/30/2013		C		52,711	A	<u>11</u> 52,711	I	Directly owned by Associates ⁽²⁾
Common Stock	09/30/2013		C		26,356	A	<u>11</u> 26,356	I	Directly owned by Partners ⁽²⁾

Common Stock	5,250	I	Directly owned by LVP ¹ MC ⁽²⁾
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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)

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 or Number of Shares
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	09/30/2013		C	5,271,317	<u>(3)</u>	<u>(4)</u>	Common Stock	1,054,26
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	09/30/2013		C	263,556	<u>(3)</u>	<u>(4)</u>	Common Stock	52,711
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	09/30/2013		C	131,784	<u>(3)</u>	<u>(4)</u>	Common Stock	26,356

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIDDER KENNETH J C/O EVOKE PHARMA, INC. 12555 HIGH BLUFF DRIVE, SUITE 385 SAN DIEGO, CA 92130	X	X		

Signatures

/s/ Matthew J. D'Onofrio, Attorney-in-fact for Kenneth J. Widder	10/02/2013
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⁽¹⁾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) The outstanding shares of Series A Preferred Stock automatically converted on a five-to-one basis into shares of Common Stock rounded down to the next whole number for no additional consideration immediately prior to the consummation of the Issuer's initial public offering.

(2) The reported securities are owned directly by each of LVPMC, LLC ("LVPMC"), LVP Life Science Ventures III, L.P. ("LVP III"), LVP III Associates, L.P. ("Associates") and LVP III Partners, L.P. ("Partners"). LVP GP III, LLC ("GP III") is the general partner of LVP III, Associates and Partners. The reporting person, a member of GP III, shares voting and investment power with respect to these shares but disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

(3) The securities are immediately convertible.

(4) The securities have no expiration date.

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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