

Bilenker Joshua H.
Form 4
November 28, 2018

FORM 4

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

Check this box
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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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bilenker Joshua H.

(Last) (First) (Middle)

C/O LOXO ONCOLOGY,
INC., ONE LANDMARK SQUARE,
SUITE 1122

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Loxo Oncology, Inc. [LOXO]

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

11/26/2018

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) below)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/26/2018		M ⁽¹⁾	29,000	A \$ 1.184 164,407	D	
Common Stock	11/26/2018		M ⁽¹⁾	8,514	A \$ 3.648 172,921	D	
Common Stock	11/26/2018		M ⁽¹⁾	1,486	A \$ 13.67 174,407	D	
Common Stock	11/26/2018		S ⁽¹⁾	800 ⁽²⁾	D \$ 150.99 173,607	D	
	11/26/2018		S ⁽¹⁾		D 169,952	D	

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Common Stock			3,655 <u>(2)</u>		\$ 152.04 <u>(4)</u>		
Common Stock	11/26/2018	S ⁽¹⁾	1,995 <u>(2)</u>	D	\$ 152.75 <u>(5)</u>	167,957	D
Common Stock	11/26/2018	S ⁽¹⁾	676 <u>(2)</u>	D	\$ 154.07 <u>(6)</u>	167,281	D
Common Stock	11/26/2018	S ⁽¹⁾	2,210 <u>(2)</u>	D	\$ 155.08 <u>(7)</u>	165,071	D
Common Stock	11/26/2018	S ⁽¹⁾	664 <u>(2)</u>	D	\$ 156.2 <u>(8)</u>	164,407	D
Common Stock	11/27/2018	M ⁽¹⁾	10,000	A	\$ 13.67	174,407	D
Common Stock	11/27/2018	S ⁽¹⁾	2,329 <u>(2)</u>	D	\$ 137.92 <u>(9)</u>	172,078	D
Common Stock	11/27/2018	S ⁽¹⁾	2,638 <u>(2)</u>	D	\$ 138.94 <u>(10)</u>	169,440	D
Common Stock	11/27/2018	S ⁽¹⁾	700 <u>(2)</u>	D	\$ 140.14 <u>(11)</u>	168,740	D
Common Stock	11/27/2018	S ⁽¹⁾	690 <u>(2)</u>	D	\$ 141.48 <u>(12)</u>	168,050	D
Common Stock	11/27/2018	S ⁽¹⁾	634 <u>(2)</u>	D	\$ 142.45 <u>(13)</u>	167,416	D
Common Stock	11/27/2018	S ⁽¹⁾	859 <u>(2)</u>	D	\$ 143.35 <u>(14)</u>	166,557	D
Common Stock	11/27/2018	S ⁽¹⁾	700 <u>(2)</u>	D	\$ 144.61 <u>(15)</u>	165,857	D
Common Stock	11/27/2018	S ⁽¹⁾	600 <u>(2)</u>	D	\$ 147.09 <u>(16)</u>	165,257	D
Common Stock	11/27/2018	S ⁽¹⁾	250 <u>(2)</u>	D	\$ 148.06 <u>(17)</u>	165,007	D

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Common Stock	11/27/2018	S ⁽¹⁾	400 ⁽²⁾	D	\$ 149.25 <u>(18)</u>	164,607	D
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Common Stock	11/27/2018	S ⁽¹⁾	200	D	\$ 151.56	164,407	D
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Common Stock						30,000	I
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By Joshua
H. Bilenker,
tee Joshua
Bilenker
2018
GRAT,
dated
06/20/2018

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.184	11/26/2018		M ⁽¹⁾	29,000	⁽¹⁹⁾ 11/14/2023	Common Stock	29,000
Employee Stock Option (Right to Buy)	\$ 3.684	11/26/2018		M ⁽¹⁾	8,514	⁽²⁰⁾ 06/18/2024	Common Stock	8,514
Employee Stock Option (Right to Buy)	\$ 13.67	11/26/2018		M ⁽¹⁾	1,486	⁽²¹⁾ 12/18/2024	Common Stock	1,486

Buy)

Employee

Stock

Option	\$ 13.67	11/27/2018	M ⁽¹⁾	10,000	(21)	12/18/2024	Common Stock	10,000
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(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bilenker Joshua H. C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901	X		President & CEO	

Signatures

/s/Jennifer Burstein, by power of
attorney

11/28/2018

__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) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person.

(2) Represents the aggregate of sales effected on the same day at different prices.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.45 to \$151.23 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.50 to \$152.49 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.50 to \$153.39 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.51 to \$154.39 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.53 to \$155.52 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.68 to \$156.60 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each

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separate price within the range set forth in this footnote.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.45 to \$138.38 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.48 to \$139.38 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.77 to \$140.64 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.99 to \$141.94 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.00 to \$142.99 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.04 to \$143.69 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$144.14 to \$145.13 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$146.84 to \$147.49 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$147.99 to \$148.11 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.99 to \$149.71 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(19) The options have fully vested and are immediately exercisable.

(20) The stock option vests and becomes exercisable in 48 equal monthly installments beginning on the vesting commencement date, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

(21) The stock option vests and becomes exercisable in 48 equal monthly installments beginning one month after the vesting commencement date, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting 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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