

Van Naarden Jacob  
Form 4  
December 12, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Van Naarden Jacob

(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)  
12/10/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Business Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	12/10/2018		M <sup>(1)</sup>	4,500	A \$ 13.67	18,200	D
Common Stock	12/10/2018		S <sup>(1)</sup>	400 <sup>(2)</sup>	D \$ 130.59	17,800	D
Common Stock	12/10/2018		S <sup>(1)</sup>	1,000 <sup>(2)</sup>	D \$ 132.23	16,800	D
Common Stock	12/10/2018		S <sup>(1)</sup>	900 <sup>(2)</sup>	D \$ 133.17	15,900	D

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					(5)		
Common Stock	12/10/2018	S <sup>(1)</sup>	1,400 (2)	D	\$ (6)	134.65 14,500	D
Common Stock	12/10/2018	S <sup>(1)</sup>	500 (2)	D	\$ (7)	135.14 14,000	D
Common Stock	12/10/2018	S <sup>(1)</sup>	200 (2)	D	\$ (8)	136.48 13,800	D
Common Stock	12/10/2018	S <sup>(1)</sup>	100	D	\$ (9)	137.39 13,700	D
Common Stock	12/11/2018	M <sup>(1)</sup>	4,500	A	\$	13.67 18,200	D
Common Stock	12/11/2018	S <sup>(1)</sup>	400 (2)	D	\$ (9)	134.74 17,800	D
Common Stock	12/11/2018	S <sup>(1)</sup>	800 (2)	D	\$ (10)	135.92 17,000	D
Common Stock	12/11/2018	S <sup>(1)</sup>	1,759 (2)	D	\$ (11)	137.09 15,241	D
Common Stock	12/11/2018	S <sup>(1)</sup>	500 (2)	D	\$ (12)	137.73 14,741	D
Common Stock	12/11/2018	S <sup>(1)</sup>	500 (2)	D	\$ (13)	139.23 14,241	D
Common Stock	12/11/2018	S <sup>(1)</sup>	541 (2)	D	\$ (14)	140.16 13,700	D
Common Stock	12/11/2018	M	7,000	A	\$	3.648 20,700	D

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. D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.67	12/10/2018		M <sup>(1)</sup>		4,500		<sup>(15)</sup>	12/18/2024	Common Stock	4,500
Employee Stock Option (Right to Buy)	\$ 13.67	12/11/2018		M <sup>(1)</sup>		4,500		<sup>(15)</sup>	12/18/2024	Common Stock	4,500
Employee Stock Option (Right to Buy)	\$ 3.648	12/11/2018		M		7,000		<sup>(16)</sup>	06/18/2024	Common Stock	7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Van Naarden Jacob C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901	Chief Business Officer

## Signatures

/s/Jennifer Burstein, by power of attorney  
12/12/2018

\_\_\_\_\_  
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.

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

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (3) \$130.37 to \$130.79 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$131.63 to \$132.39 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (5) \$132.66 to \$133.54 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (6) \$134.06 to \$134.96 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (7) \$135.06 to \$135.21 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (8) \$136.09 to \$136.86 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (9) \$134.39 to \$135.33 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (10) \$135.44 to \$136.42 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (11) \$136.45 to \$137.43 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (12) \$137.49 to \$137.93 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (13) \$138.64 to \$139.60 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 separate price within the range set forth in this footnote.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (14) \$139.75 to \$140.54 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 stock option vests and becomes exercisable in 48 equal monthly installments beginning on January 19, 2015, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

The stock option vested and became exercisable as to 25% of the shares subject to the option on May 12, 2015, and thereafter vests as to

- (16) 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

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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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