
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 22, 2018

EVOKE PHARMA, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36075
(Commission
File Number)

20-8447886
(IRS Employer
Identification No.)

420 Stevens Avenue, Suite 370
Solana Beach, California
(Address of Principal Executive Offices)

92075
(Zip Code)

Registrant's telephone number, including area code: (858) 345-1494

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On March 22, 2018, Evoke Pharma, Inc. (the “Company”) entered into amendments (the “Warrant Amendments”) with certain of the holders (the “Holders”) of the Company’s outstanding warrants to purchase common stock issued on July 25, 2016 and August 3, 2016. Pursuant to the Warrant Amendments, the Holders’ right to require the Company to purchase the outstanding warrants upon the occurrence of certain fundamental transactions will not apply if the fundamental transaction is a result of a transaction that has not been approved by the Company’s board of directors.

The foregoing summary of the Warrant Amendments is subject to, and qualified in its entirety by reference to, the form of Warrant Amendment, which is attached hereto as Exhibit 4.1, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Exhibits</u>
---------------------------	-----------------

4.1	Form of Warrant Amendment, dated March 22, 2018
-----	---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EVOKE PHARMA, INC.

Date: March 23, 2018

By: /s/ Matthew J. D'Onofrio
Name: Matthew J. D'Onofrio
Title: Executive Vice President,
Chief Business Officer and Secretary

FORM OF

AMENDMENT TO COMMON STOCK PURCHASE WARRANT

This Amendment to Common Stock Purchase Warrant (this "Amendment"), dated as of March 22, 2018, is being entered into by and between Evoke Pharma, Inc., a Delaware corporation (the "Company"), and _____ (the "Holder").

WHEREAS, the Holder is the record and beneficial owner of certain warrants (the "Existing Warrants") to purchase shares of the Company's common stock, par value \$0.0001 per share, set forth on Exhibit A hereto; and

WHEREAS, the Company and the Holder have agreed to amend the Existing Warrants in the manner provided in this Amendment (the Existing Warrants, as so amended, the "Warrants").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

SECTION 1. Amendment to Warrant. The Existing Warrants are amended by replacing the fourth sentence of Section 3(d) of each Existing Warrant in its entirety with the following sentence:

"Notwithstanding anything to the contrary, in the event of a Fundamental Transaction, the Company or any Successor Entity (as defined below) shall, at the Holder's option, exercisable at any time concurrently with, or within 30 days after, the consummation of the Fundamental Transaction, purchase this Warrant from the Holder by paying to the Holder an amount of cash equal to the Black Scholes Value of the remaining unexercised portion of this Warrant on the date of the consummation of such Fundamental Transaction; provided, however, if the Fundamental Transaction is a result of a transaction which has not been approved by the Company's Board of Directors, Holder shall not have the option to require the Company to purchase its Warrant."

Section 2. Miscellaneous.

(A) *No Other Amendment.* Except for the matters set forth in this Amendment, all other terms of the Warrants shall remain unchanged and in full force and effect.

(B) *Governing Law.* This Amendment shall be governed by and construed in accordance with, and all questions concerning the construction, validity, interpretation and performance of this Amendment shall be governed by, the laws of the State of New York, except for its conflicts of law provisions.

(C) *Counterparts.* This Amendment may be executed in the original or by facsimile in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

The parties hereto have executed this Amendment as of the date first written above.

EVOKE PHARMA, INC.

By: Name:
Title:

[HOLDER]

By: Name:
Title:

[Signature Page to Amendment to Common Stock Purchase Warrant]

Exhibit A

Existing Warrants to be Amended

Holder	Issuance Date	Shares Underlying Warrant
---------------	----------------------	----------------------------------

US-DOCS\99820521.3