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 6, 2019

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

Delaware	**001-36075**	**20-8447886**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(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 2.02 Results of Operations and Financial Condition.

On March 6, 2019, Evoke Pharma, Inc. issued a press release announcing its financial results for the fourth quarter and full year ended December 31, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued on March 6, 2019.

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 6, 2019

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

Exhibit 99.1

Investor Contact:
The Ruth Group
Tram Bui
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Evoke Pharma Fourth Quarter and Full Year 2018 Financial Results and FDA Communication

- Recently received multi-disciplinary review (DR) letter from U.S. Food and Drug Administration (FDA) for Gimoti™ 505(b)(2) New Drug Application (NDA)
- April 1, 2019 Prescription Drug User Fee Act (PDUFA) date maintained
- Company expects to hold a conference call at a later date instead of its previously scheduled earnings conference call

SOLANA BEACH, CA, March 6, 2019 – Evoke Pharma, Inc. (NASDAQ: EVOK), a specialty pharmaceutical company focused on treatments for gastrointestinal (GI) diseases, today announced its financial results for the fourth quarter and full year ended December 31, 2018.

“We are diligently preparing a comprehensive response to address the deficiencies noted in the multi-disciplinary review letter from FDA. With no request for any additional clinical trials, we expect to submit our response shortly. This is to allow FDA time to consider data already within the NDA and additional analysis prior to the April 1st PDUFA date, which has not changed,” said Dave Gonyer, R.Ph., President and CEO. “We remain committed to seeking approval for Gimoti, our novel nasal spray for the relief of symptoms associated with diabetic gastroparesis in women, and will continue to work closely with FDA.”

Fourth Quarter and Full Year 2018 Financial Review

For the fourth quarter of 2018, net loss was approximately $1.8 million, or $0.10 per basic share, compared to a net loss of approximately $0.3 million, or $0.02 per basic share for the fourth quarter of 2017. For the year ended December 31, 2018, the net loss was approximately $7.6 million, or $0.46 per basic share. This compares to a net loss of approximately $12.2 million, or $0.82 per basic share for the full year 2017.

Research and development expenses totaled approximately $0.7 million for the fourth quarter of 2018, compared to approximately $1.6 million for the fourth quarter of 2017. For the full year 2018, research and development expenses were approximately $4.1 million compared to approximately $7.1 million in the prior year.

For the fourth quarter of 2018, general and administrative expenses were approximately $1.1 million compared to approximately $1.0 million for the fourth quarter of 2017. For the year ended December 31, 2018, general and administrative expenses were approximately $3.9 million versus approximately $4.1 million for the full year of 2017.

Total operating expenses for the fourth quarter of 2018 were approximately $1.8 million, compared to total operating expenses of approximately $2.7 million for the prior period of 2017. For the year ended December 31, 2018, total operating expenses were approximately $8.0 million compared to $11.2 million for the full year of 2017.

As of December 31, 2018, the Company's cash and cash equivalents were approximately $5.3 million.

About Evoke Pharma, Inc.

Evoke is a specialty pharmaceutical company focused primarily on the development of drugs to treat GI disorders and diseases. The Company is developing Gimoti, a nasal spray formulation of metoclopramide, for the relief of symptoms associated with acute and recurrent diabetic gastroparesis in adult women.

Diabetic gastroparesis is a GI disorder affecting millions of patients worldwide, in which the stomach takes too long to empty its contents resulting in serious digestive system symptoms. The gastric delay caused by gastroparesis can compromise absorption of orally administered medications. Metoclopramide is currently available only in oral and injectable formulations and is the only drug currently approved in the United States to treat gastroparesis. Visit www.EvokePharma.com for more information.

Safe Harbor Statement

Evoke cautions you that statements included in this press release that are not a description of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negatives of these terms or other similar expressions. These statements are based on the company's current beliefs and expectations. These forward-looking statements include statements regarding: the potential timing of FDA action on the NDA and potential approval; and Evoke's plans to respond to and address the deficiencies raised in the DR letter, and the potential for the FDA to review such responses prior to the PDUFA date. The inclusion of forward-looking statements should not be regarded as a representation by Evoke that any of its plans will be achieved. Actual results may differ from those set forth in this press release due to the risks and uncertainties inherent in Evoke's business, including, without limitation: Evoke may be unable to timely respond and successfully address the concerns raised by the DR letter; the FDA may not be able to consider Evoke's response before it takes final action on the NDA; the increased risk of the FDA issuing a Complete Response Letter ("CRL") based on the deficiencies raised in the DR letter or other issues identified by the FDA as it completes its review of the NDA; the potential delay in the PDUFA target action date; the inherent risks of clinical development of Gimoti; Evoke could face significant additional costs due to additional regulatory requests, litigation or other events; Evoke is entirely dependent on the success of Gimoti, and Evoke cannot be certain that FDA will approve the NDA for Gimoti; Evoke will require substantial additional funding to address any deficiencies raised in a potential CRL, and may be unable to raise capital or obtain funds when needed, including to fund ongoing operations; and other risks detailed in Evoke's prior press releases and in the periodic reports it files with the Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Evoke undertakes no obligation to revise or update this press release to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

(Financial Statements to Follow)

Evoke Pharma, Inc.
Balance Sheet

	December 31, 2018	December 31, 2017
Assets		
Current Assets:		
Cash and cash equivalents	$ 5,319,004	$ 7,679,267
Prepaid expenses	329,218	251,046
Total current assets	5,648,222	7,930,313
Other assets	11,551	11,551
Total assets	$ 5,659,773	$ 7,941,864
Liabilities and stockholders' equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 476,202	$ 1,048,927
Accrued compensation	1,158,251	1,025,911
Total current liabilities	1,634,453	2,074,838
Warrant liability	—	3,701,277
Total liabilities	1,634,453	5,776,115
Commitments and contingencies		
Stockholders' equity:		
Common stock	1,743	1,541
Additional paid-in capital	82,628,312	73,202,863
Accumulated deficit	(78,604,735)	(71,038,655)
Total stockholders' equity	4,025,320	2,165,749
Total liabilities and stockholders' equity	$ 5,659,773	$ 7,941,864

Evoke Pharma, Inc.
Statement of Operations

	Year Ended December 31,	
	2018	**2017**
Operating expenses:		
Research and development	$ 4,095,014	$ 7,137,493
General and administrative	3,919,671	4,093,189
Total operating expenses	8,014,685	11,230,682
Loss from operations	(8,014,685)	(11,230,682)
Other income (expense):		
Interest income	15,213	6,519
Gain (loss) from change in fair value of warrant liability	433,392	(1,005,349)
Total other income (expense)	448,605	(998,830)
Net loss	$ (7,566,080)	$ (12,229,512)
Net loss per share of common stock, basic	$ (0.46)	$ (0.82)
Net loss per share of common stock, diluted	$ (0.46)	$ (0.90)
Weighted-average shares used to compute basic net loss per share	16,602,422	14,897,885
Weighted-average shares used to compute diluted net loss per share	16,602,422	14,951,036