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 21, 2018

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	92075
(Address of Principal Executive Offices)	(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 8.01 Other Events.

On March 21, 2018, Evoke Pharma, Inc. (“Evoke” or the “Company”) entered into an Amendment to Asset Purchase Agreement (the “Amendment”) with Mallinckrodt ARD Inc. (formerly known as Questcor Pharmaceuticals, Inc.) (“Mallinckrodt”) to amend certain terms of the Asset Purchase Agreement, dated as of June 1, 2007 (as subsequently amended, the “Asset Purchase Agreement”). Pursuant to the Amendment, Mallinckrodt has agreed to modify the two milestone payments, namely the $1.5 million payments due upon acceptance of the new drug application (“NDA”) for Gimoti and the $3.0 million due upon approval of the Gimoti NDA by the Food and Drug Administration (“FDA”), to a single $5.0 million milestone payment due one year after FDA approval, if any, of the Gimoti NDA.

As a result of the Amendment, Evoke believes that its existing cash and cash equivalents will be sufficient to fund its operations into January 2019.

The foregoing summary of the material terms of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which will be filed with the Securities and Exchange Commission by Evoke on its Quarterly Report on Form 10-Q for the period ending March 31, 2018.

Safe Harbor Statement

The Company 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: anticipated timing to submit an NDA for Gimoti; the potential timing of FDA approval, if any, of the NDA for Gimoti; and Evoke’s projected cash runway. 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 spend its available cash faster than it anticipates; the FDA may disagree that the existing safety database is sufficient to allow an NDA submission and approval; risks associated with FDA review of the final results from the comparative exposure pharmacokinetic (PK) trial, including the FDA may not agree with Evoke's interpretation of such results; later developments with the FDA that may be inconsistent with the already completed pre-NDA meetings and most recent correspondence; the inherent risks of clinical development of Gimoti; Evoke is entirely dependent on the success of Gimoti, and Evoke cannot be certain that it will be able to submit an NDA for Gimoti or obtain regulatory approval for or successfully commercialize Gimoti; Evoke will require substantial additional funding to conduct any new safety trials required by the FDA, and may be unable to raise capital 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.

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 26, 2018

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