

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Nantahala Capital Management, LLC</u> (Last) (First) (Middle) 130 MAIN ST. 2ND FLOOR (Street) NEW CANAAN CT 06840 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/06/2024	3. Issuer Name and Ticker or Trading Symbol <u>Evoke Pharma Inc [EVOK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	148,194	I	See footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Pre-Funded Warrants	02/13/2024	02/13/2029	Common Stock	433,962	0.0001	I	See footnote ⁽¹⁾
Series A Common Stock Purchase Warrants	02/13/2024	02/13/2029	Common Stock	117,019	8.16	I	See footnote ⁽¹⁾
Series B Common Stock Purchase Warrants	02/13/2024	11/13/2029	Common Stock	245,080	8.16	I	See footnote ⁽¹⁾
Series C Common Stock Purchase Warrants	02/13/2029	02/13/2029	Common Stock	117,019	8.16	I	See footnote ⁽¹⁾
Amended Series A Common Stock Purchase Warrants	09/27/2024	02/13/2029	Common Stock	158,682	0.01	I	See footnote ⁽¹⁾
Amended Series C Common Stock Purchase Warrants	09/27/2024	02/13/2029	Common Stock	250,627	0.01	I	See footnote ⁽¹⁾

1. Name and Address of Reporting Person* <u>Nantahala Capital Management, LLC</u> (Last) (First) (Middle) 130 MAIN ST. 2ND FLOOR (Street) NEW CANAAN CT 06840 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

Harkey Wilmot B.

(Last) (First) (Middle)

C/O NANTAHALA CAPITAL MANAGEMENT,
LLC
130 MAIN ST. 2ND FLOOR

(Street)

NEW CANAAN CT 06840

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Mack Daniel

(Last) (First) (Middle)

C/O NANTAHALA CAPITAL MANAGEMENT,
LLC
130 MAIN ST. 2ND FLOOR

(Street)

NEW CANAAN CT 06840

(City) (State) (Zip)

Explanation of Responses:

1. Nantahala Capital Management, LLC ("NCM"), an investment adviser to certain private funds and managed accounts (the "NCM Investors") that hold the Evoke Pharma, Inc. ("Issuer") securities disclosed in this statement, may be deemed a beneficial owner of such securities. Each of Mr. Wilmot B. Harkey and Mr. Daniel Mack may be deemed a beneficial owner of Issuer securities beneficially owned by NCM. Each of NCM, Mr. Harkey and Mr. Mack disclaims beneficial ownership of the Issuer's securities disclosed herein except to the extent of their respective pecuniary interests therein.

<u>/s/ Taki Vasilakis, Chief Compliance Officer, Nantahala Capital Management, LLC</u>	<u>11/15/2024</u>
<u>/s/ Wilmot B. Harkey</u>	<u>11/15/2024</u>
<u>/s/ Daniel Mack</u>	<u>11/15/2024</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.