SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

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|--|---------------------|----------|---|--|--|--|---|---|--|--|---|
| 1. Name and Address of Reporting Person* | | F (1 | 2. Date of Event Requiring Statement (Month/Day/Year) 02/22/2017 | | 3. Issuer Name and Ticker or Trading Symbol <u>Evoke Pharma Inc</u> [EVOK] | | | | | | |
| (Last) (First) (Middle) | | | | 4. Relationship of Reporting Person(s) to Issuer | | | r | 5. If Amendment, Date of Original Filed | | | |
| 2603 CAMINO RA | | | | | (Check all applicable) Director | | 10% Owne | | | th/Day/Year) | . |
| SUITE 200 | | | | | Officer (give tit | | Other (spe | L | C Inc | lividual ar laint | |
| | | | | | below) | | below) | , | | cable Line) | /Group Filing (Check |
| (Street) SAN | | | | | | | | | | Form filed b | y One Reporting Person y More than One |
| RAMON CA | 9458 | 3-4289 | | | | | | | Х | Reporting P | erson |
| | | | | | | | | | | | |
| (City) (Stat | e) (Zip) | | | | | | | | | | |
| 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 | | | | | 1,472,867 | | Ι | | Directly owned by LVP III ⁽¹⁾⁽²⁾ | | |
| Common Stock | | | | | 73,641 | | I | | Directly owned by Associates ⁽¹⁾⁽²⁾ | | |
| Common Stock | | | | | 36,821 | | I | | Directly owned by Partners ⁽¹⁾⁽²⁾ | | 7 Partners ⁽¹⁾⁽²⁾ |
| Common Stock | | | | | 5,250 | | Ι | | Directly owned by LVPMC ⁽¹⁾⁽²⁾ | | 7 LVPMC ⁽¹⁾⁽²⁾ |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
| Expiration D | | | 2. Date Exerc Expiration Da (Month/Day/Y | ate | 3. Title and Amount of Secur Underlying Derivative Secur | | ity (Instr. 4) Conve or Exe | | ersion O ercise Fo | 5. Ownership Form: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | | | | | Amount | Price of Derivati | ve | Direct (D) or Indirect | |
| | | | Data | Evolutio | _ | | Number | Security | / | (I) (Instr. 5) | |
| | | | Date Exercisable | Expiratio Date | Title | | of Shares | | | | |
| 1. Name and Address of Reporting Person* <u>LVP GP III, LLC</u> | | | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | | |
| 2603 CAMINO RA SUITE 200 | . , | (made) | | | | | | | | | |
| (Street) | | | | | | | | | | | |
| SAN RAMON | CA | 94583- | 4289 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | |
| 1. Name and Address of Reporting Person* <u>LVP III Associates, L.P.</u> | | | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | | |
| 2603 CAMINO RAMON | | | | | | | | | | | |
| SUITE 200 | | | | | | | | | | | |
| | | | | | | | | | | | |
| (Street) SAN RAMON CA 94583-4289 | | | | | | | | | | | |
| (City) | City) (State) (Zip) | | | | | | | | | | |
| 1. Name and Address of Reporting Person [*] <u>LVP III Partners LP</u> | | | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | | | |

| 2603 CAMINO RAMON SUITE 200 | | | | | | | | |
|---|---------------------------------|------------|--|--|--|--|--|--|
| (Street) SAN RAMON | СА | 94583-4289 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person [*] <u>LVP LIFE SCIENCE VENTURES III L.P.</u> | | | | | | | | |
| (Last) 2603 CAMINO RA SUITE 200 | (First) MON | (Middle) | | | | | | |
| (Street) SAN RAMON | СА | 94583-4289 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address o LVPMC, LLC | f Reporting Person [*] | | | | | | | |
| (Last) 2603 CAMINO RA SUITE 200 | (First) MON | (Middle) | | | | | | |
| (Street) SAN RAMON | СА | 94583-4289 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person [*] LATTERELL PATRICK F | | | | | | | | |
| (Last) 2603 CAMINO RA SUITE 200 | (First) MON | (Middle) | | | | | | |
| (Street) SAN RAMON | СА | 94583-4289 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Explanation of Responses:

1. The reported securities are owned directly by each of LVPMC, LLC ("LVPMC"), LVP Life Science Ventures III, L.P. ("LVP III"), LVP III Associates, L.P. ("Associates") and LVP III Partners, L.P. ("Partners"). LVP GP III, LLC ("GP III") is the general partner of LVP III, Associates and Partners. (Continued on Footnote 2.)

2. GP III may be deemed to have sole voting power and dispositive power over the shares held by LVP III, Associates and Partners. Each of GP III and Patrick Latterell, the managing member of GP III and the manager of LVPMC, may be deemed to share voting and dispositive power over the reported securities and disclaim beneficial ownership of the reported securities held by LVPMC, LVP III, Associates and Partners except to the extent of any pecuniary interest therein.

Remarks:

| Patrick F. Latterell, Managing Member of LVP GP III, LLC | <u>02/24/2017</u> |
|---|-------------------|
| Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Associates, L.P. | <u>02/24/2017</u> |
| Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Partners, L.P. | <u>02/24/2017</u> |
| Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP Life Science Ventures III, L.P. | <u>02/24/2017</u> |
| Patrick F. Latterell, Manager of LVPMC, LLC | <u>02/24/2017</u> |
| Patrick F. Latterell, Manager of LVPMC, LLC and Managing Member of LVP GP III, LLC, the General Partner of LVP Life Science Ventures III, L.P., | <u>02/24/2017</u> |

LVP III Associates, L.P. and LVP III Partners, L.P.

** Signature of Reporting Person Date

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

 \ast 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.