Evoke Pharma Inc Form 4 October 02, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GLENN SCOTT L Issuer Symbol Evoke Pharma Inc [EVOK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify C/O EVOKE PHARMA, 09/30/2013 below) INC., 12555 HIGH BLUFF DRIVE, **SUITE 385** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SAN DIEGO, CA 92130

Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common See $C^{(1)}$ 09/30/2013 Ι 15,605 Α <u>(1)</u> 15,605 Stock footnote (2) Common See 25,250 I Stock footnote (3)

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | Expiration (Month/Day | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------|-----------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Series A Preferred Stock | <u>(1)</u> | 09/30/2013 | | C | 78,02 | 27 (1) | <u>(1)</u> | Common Stock | 15,605 | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GLENN SCOTT L

C/O EVOKE PHARMA, INC.

12555 HIGH BLUFF DRIVE, SUITE 385

SAN DIEGO, CA 92130

Signatures

/s/ Matthew J. D'Onofrio, Attorney-in-fact for Scott L.
Glenn
10/02/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- The Issuer's Series A Preferred Stock (the "Preferred Stock") has no expiration date. The outstanding shares of Preferred Stock automatically converted into shares of Common Stock of the Issuer immediately prior to the closing of the Issuer's initial public offering at a conversion ratio of one share of Common Stock for every five shares of Preferred Stock, rounded down to the nearest whole number, for no additional consideration.
- (2) The shares are held by Windamere III, LLC, of which Mr. Glenn is the Managing Member.
- (3) The shares are held by Glenn Holdings, L.P., of which Mr. Glenn is the General Partner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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