

Burstein Jennifer  
 Form 4  
 November 28, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Burstein Jennifer

2. Issuer Name and Ticker or Trading Symbol  
 Loxo Oncology, Inc. [LOXO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O LOXO ONCOLOGY,  
 INC., ONE LANDMARK SQUARE,  
 SUITE 1122

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/26/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior VP of Finance

(Street)  
 STAMFORD, CT 06901

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/26/2018		M <sup>(1)</sup>	1,250	A \$ 11.35	1,250	D
Common Stock	11/26/2018		S <sup>(1)</sup>	500 <sup>(2)</sup>	D \$ 151.57 <sup>(3)</sup>	750	D
Common Stock	11/26/2018		S <sup>(1)</sup>	250 <sup>(2)</sup>	D \$ 152.39 <sup>(4)</sup>	500	D
Common Stock	11/26/2018		S <sup>(1)</sup>	100	D \$ 153.3	400	D

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Common Stock	11/26/2018	<u>S</u> <sup>(1)</sup>	300 <u>(2)</u>	D	\$ <u>(5)</u> 155.13	100	D
Common Stock	11/26/2018	<u>S</u> <sup>(1)</sup>	100	D	\$ 156.04	0	D
Common Stock	11/27/2018	<u>M</u> <sup>(1)</sup>	1,250	A	\$ 11.35	1,250	D
Common Stock	11/27/2018	<u>S</u> <sup>(1)</sup>	200 <u>(2)</u>	D	\$ <u>(6)</u> 137.89	1,050	D
Common Stock	11/27/2018	<u>S</u> <sup>(1)</sup>	350 <u>(2)</u>	D	\$ <u>(7)</u> 138.95	700	D
Common Stock	11/27/2018	<u>S</u> <sup>(1)</sup>	200 <u>(2)</u>	D	\$ <u>(8)</u> 140.94	500	D
Common Stock	11/27/2018	<u>S</u> <sup>(1)</sup>	200 <u>(2)</u>	D	\$ <u>(9)</u> 143.84	300	D
Common Stock	11/27/2018	<u>S</u> <sup>(1)</sup>	100	D	\$ 147.09	200	D
Common Stock	11/27/2018	<u>S</u> <sup>(1)</sup>	100 <u>(2)</u>	D	\$ 148.2 <u>(10)</u>	100	D
Common Stock	11/27/2018	<u>S</u> <sup>(1)</sup>	100	D	\$ 151.55	0	D

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of	Shares
Employee Stock Option (Right to Buy)	\$ 11.35	11/26/2018	M <sup>(1)</sup>	1,250	<u>(11)</u>	04/30/2025	Common Stock	1,250	
Employee Stock Option (Right to Buy)	\$ 11.35	11/27/2018	M <sup>(1)</sup>	1,250	<u>(11)</u>	04/30/2025	Common Stock	1,250	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burstein Jennifer C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901			Senior VP of Finance	

## Signatures

/s/Jennifer Burstein, by power of attorney 11/28/2018

\_\_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).
- (1) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- (2) Represents the aggregate of sales effected on the same day at different prices.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.09 to \$152.08 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.21 to \$152.61 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.69 to \$155.37. per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.63 to \$138.15 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.68 to \$139.10 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.64 to \$141.24 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.54 to \$144.14 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.13 to \$148.24 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) The stock option vests and becomes exercisable as to 25% of the shares subject to the option on the one-year anniversary of the Reporting Person's employment commencement date, and thereafter vests as to 1/48th of the shares in equal monthly installments.

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.