

LVP GP III, LLC
Form 4
August 21, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LVP GP III, LLC

2. Issuer Name and Ticker or Trading Symbol
Evoke Pharma Inc [EVOK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2603 CAMINO RAMON, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

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

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

SAN RAMON, CA 94583-4289

(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	08/20/2018		P	465,116 A \$ 2.35	1,937,983	I	Directly owned by LVP III ⁽¹⁾
Common Stock	08/20/2018		P	23,256 A \$ 2.35	96,897	I	Directly owned by Associates ⁽¹⁾
Common Stock	08/20/2018		P	11,628 A \$ 2.35	48,449	I	Directly owned by Partners ⁽¹⁾
Common					5,250	I	Directly

Stock

owned by
LVPMC ⁽¹⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LVP GP III, LLC 2603 CAMINO RAMON SUITE 200 SAN RAMON, CA 94583-4289		X		
LATTERELL PATRICK F 2603 CAMINO RAMON SUITE 200 SAN RAMON, CA 94583-4289		X		
LVP III Associates, L.P. 2603 CAMINO RAMON SUITE 200 SAN RAMON, CA 94583-4289		X		
LVP III Partners LP 2603 CAMINO RAMON SUITE 200 SAN RAMON, CA 94583-4289		X		

LVP LIFE SCIENCE VENTURES III L.P.
 2603 CAMINO RAMON
 SUITE 200 X
 SAN RAMON, CA 94583-4289

LVPMC, LLC
 2603 CAMINO RAMON X
 SUITE 200
 SAN RAMON, CA 94583-4289

Signatures

Patrick F. Latterell, Managing Member of LVP GP III, LLC 08/21/2018
 Date
 **Signature of Reporting Person

Patrick F. Latterell, Manager of LVPMC, LLC 08/21/2018
 Date
 **Signature of Reporting Person

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Associates, L.P. 08/21/2018
 Date
 **Signature of Reporting Person

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP III Partner, L.P. 08/21/2018
 Date
 **Signature of Reporting Person

Patrick F. Latterell, Managing Member of LVP GP III, LLC, General Partner of LVP Life Sciences Ventures III, L.P. 08/21/2018
 Date
 **Signature of Reporting Person

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. LVP III Associates, L.P. and LVP III Partners L.P. 08/21/2018
 Date
 **Signature of Reporting Person

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 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. 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.

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.