

Donadio Jamie A  
Form 4  
March 02, 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 \*  
Donadio Jamie A

(Last) (First) (Middle)

C/O MIRATI THERAPEUTICS,  
INC., 9393 TOWNE CENTRE  
DRIVE, STE 200

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Mirati Therapeutics, Inc. [MRTX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Sr. VP, CFO

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

**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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 03/01/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 9,375                                                                                         | A                                                        | \$ 5.5                                                |
| Common Stock                    | 03/01/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 12,500                                                                                        | A                                                        | \$ 5.4                                                |
| Common Stock                    | 03/01/2018                           |                                                    | M <sup>(1)</sup>               |                                                                   | 30,000                                                                                        | A                                                        | \$ 7.3                                                |
| Common Stock                    | 03/01/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 25,600                                                                                        | D                                                        | \$ 26.7779                                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | <sup>(4)</sup>                                        |
|                                 | 03/01/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 25,775                                                                                        | D                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 500                                                   |

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|              |            |  |                  |     |            |            |   |   |
|--------------|------------|--|------------------|-----|------------|------------|---|---|
| Common Stock |            |  |                  |     | \$ 27.4526 |            |   |   |
|              |            |  |                  |     | <u>(5)</u> |            |   |   |
| Common Stock | 03/01/2018 |  | S <sup>(1)</sup> | 500 | D          | \$ 28.08   | 0 | D |
|              |            |  |                  |     |            | <u>(6)</u> |   |   |

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

**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 control number.**

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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) | Amount or Number of Shares |        |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      |        |
| Employee Stock Option (Right to Buy)       | \$ 5.5                                                 | 03/01/2018                           |                                                    | M <sup>(1)</sup>               | 9,375                                                                                   | <u>(2)</u>                                               | 10/26/2026                                                    | Common Stock               | 9,375  |
| Employee Stock Option (Right to Buy)       | \$ 5.4                                                 | 03/01/2018                           |                                                    | M <sup>(1)</sup>               | 12,500                                                                                  | <u>(2)</u>                                               | 01/25/2027                                                    | Common Stock               | 12,500 |
| Employee Stock Option (Right to Buy)       | \$ 7.3                                                 | 03/01/2018                           |                                                    | M <sup>(1)</sup>               | 30,000                                                                                  | <u>(3)</u>                                               | 03/19/2020                                                    | Common Stock               | 30,000 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Sr. VP, CFO

Donadio Jamie A  
C/O MIRATI THERAPEUTICS, INC.  
9393 TOWNE CENTRE DRIVE, STE 200  
SAN DIEGO, CA 92121

## Signatures

/s/ Jamie  
Donadio

03/02/2018

\*\*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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2017.
  - (2) 1/4th of the shares subject to the Option shall vest and become exercisable on the first anniversary of the date of grant, and 1/48th of the shares subject to the Option shall vest each month thereafter until fully vested.
  - (3) Twenty percent (20%) of the shares subject to the stock option vested and became exercisable on the grant date of the option (March 20, 2013), and an additional 20% shall vest and become exercisable each year on the anniversary of the grant date.

This transaction was executed in multiple trades at prices ranging from \$26.05 to \$27.025. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
  - (4) This transaction was executed in multiple trades at prices ranging from \$27.05 to \$28.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
  - (5) This transaction was executed in multiple trades at prices ranging from \$28.05 to \$28.20. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
  - (6)

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.