

Evoke Pharma Inc  
 Form 4  
 October 02, 2013

**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 \*  
**GLENN SCOTT L**

(Last) (First) (Middle)

C/O EVOKE PHARMA,  
 INC., 12555 HIGH BLUFF DRIVE,  
 SUITE 385

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/30/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 09/30/2013                           |  | C <sup>(1)</sup>               | 15,605 A  | 15,605  | I  | See footnote <sup>(2)</sup>       |
| Common Stock                    |                                      |  |                                |   | 25,250  | I  | See footnote <sup>(3)</sup>       |

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

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SEC 1474 (9-02)

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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. 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. P... Der... Sec... (Ins... |                            |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |  |
|  |  |                                      |  |                                |   |  |   |                               |                            |  |
|  |  |                                      |  |                                |   | Code   | V   | (A)                           | (D)                        |  |
| Series A Preferred Stock                   | (1)  | 09/30/2013                           |  | C                              | 78,027  | (1)  | (1)   | Common Stock                  | 15,605                     |  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GLENN SCOTT L  
C/O EVOKE PHARMA, INC.  
12555 HIGH BLUFF DRIVE, SUITE 385  
SAN DIEGO, CA 92130

X

## 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).

(1) 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.

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