

Freddo James L
 Form 4
 February 12, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Freddo James L

(Last) (First) (Middle)

C/O IGNYTA, INC., 4545 TOWNE CENTRE COURT

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Ignyta, Inc. [RXDX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/08/2018

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 | 02/08/2018 | | D | 3,000 | D | D | |
| | | | | (A) or (D) | Price | | |
| | | | | | \$ 27 | | |
| | | | | | (1) | | |
| | | | | | 0 | | |

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

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SEC 1474 (9-02)

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

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| 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 of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 1.02 | 02/08/2018 | | D | 6,666 | <u>(2)</u> 09/09/2023 | Common Stock | 6,666 |
| Stock Option (Right to Buy) | \$ 8.95 | 02/08/2018 | | D | 24,000 | <u>(2)</u> 02/28/2024 | Common Stock | 24,000 |
| Stock Option (Right to Buy) | \$ 7.59 | 02/08/2018 | | D | 5,000 | <u>(2)</u> 08/10/2024 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 5.75 | 02/08/2018 | | D | 15,000 | <u>(2)</u> 06/12/2026 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 8.35 | 02/08/2018 | | D | 20,000 | <u>(2)</u> 06/12/2027 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Freddo James L C/O IGNYTA, INC. 4545 TOWNE CENTRE COURT SAN DIEGO, CA 92121 | | X | | |

Signatures

/s/ Jonathan E. Lim,
Attorney-in-Fact

02/12/2018

__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) In connection with the acquisition of the Issuer by Roche Holdings, Inc. ("Parent") on February 8, 2018, and pursuant to the terms of the Agreement and Plan of Merger by and among the Issuer, Parent and Abingdon Acquisition Corp. ("Merger Sub") dated December 21, 2017, Merger Sub acquired all of the issued and outstanding shares of Common Stock (the "Shares") for a purchase price of \$27.00 per Share (the "Merger").

(2) In connection with the Merger described in footnote (1), this option became fully vested and was automatically canceled and terminated and the holder became entitled to receive an amount in cash, without interest and less the amount of any tax withholding, equal to the product of (1) the number of shares of Common Stock of the Issuer underlying such option multiplied by (2) the excess, if any, of \$27.00 over the exercise price per share of such option.

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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