Mirati Therapeutics, Inc. Form 4 January 26, 2016

Form 5

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

(Middle)

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CHEN ISAN**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Month/Day/Year)

01/22/2016

Mirati Therapeutics, Inc. [mrtx]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title

C/O MIRATI THERAPEUTICS, INC., 9393 TOWNE CENTRE

(Street)

DRIVE, STE 200

below) Sr. Vice President, Chief Medi

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

SAN DIEGO, CA 92121

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities TransactionAcquired (A) or

Code

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following Reported (A)

Disposed of (D)

(Instr. 3, 4 and 5)

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

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.

SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year) (Instr. 8) Acquired (A)		Year)	(Instr. 3 and	4)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 24.99	01/22/2016		A	60,000		<u>(1)</u>	01/21/2026	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHEN ISAN C/O MIRATI THERAPEUTICS, INC. 9393 TOWNE CENTRE DRIVE, STE 200 SAN DIEGO, CA 92121

Sr. Vice President, Chief Medi

Signatures

/s/ Jamie A. Donadio, Attorney-in-Fact 01/26/2016

**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) 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.

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.

Reporting Owners 2