

Mirati Therapeutics, Inc.
Form 3
January 15, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â William N. Harwin 2012 Gift Trust F/B/O Peter Harwin | | (Month/Day/Year) | Mirati Therapeutics, Inc. [MRTX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 440 STEVENS AVE, SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| SOLANA BEACH, CA 92075 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 891 | D ⁽¹⁾ | Â |
| Common Stock | 1,232,093 | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|
| Warrant (right to purchase) | Â (3) | 11/21/2017 | Common Stock | 189,780 | \$ 7.86 | D (2) Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| William N. Harwin 2012 Gift Trust F/B/O Peter Harwin 440 STEVENS AVE, SUITE 100 SOLANA BEACH, CA 92075 | Â | Â X | Â | Â |

Signatures

/s/ William N. Harwin, as Trustee 01/15/2016

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These securities are owned directly by the reporting person, who may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, LLC ("Boxer Capital"), (ii) Boxer Asset Management Inc. ("Boxer Management"), (iii) MVA Investors, LLC, (iv) Braslyn Ltd., (v) Joe Lewis, (vi) the reporting person, (vii) Christopher Fuglesang, (viii) Rodney W. Lappe, (ix) Ivan M. Lieberburg, (x) Aaron I. Davis, (xi) Neil Reisman, (xii) Shehan B. Dissanayake, and (xiii) Peter E. Harwin. The reporting person is a member of Boxer Capital. On January 14, 2016, Boxer Capital transferred 791,139 shares of the common stock of the issuer, pro rata for no consideration as part of an internal reorganization.
 - (2) These securities are owned directly by Boxer Capital, and indirectly by the reporting person, Boxer Management and Joe Lewis, by virtue of their ownership in Boxer Capital. The reporting person disclaims beneficial ownership of these securities to the extent it does not have a pecuniary interest therein. On January 14, 2016, Boxer Capital transferred 791,139 shares of the common stock of the issuer, pro rata for no consideration as part of an internal reorganization.
 - (3) The warrants are not exercisable to the extent that, following exercise of such warrants, the warrant holder would beneficially own more than 19.99% of the issuer's common stock.

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.