

venBio Select Advisor LLC  
 Form 4  
 March 20, 2019

**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 \*  
 venBio Select Advisor LLC

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 110 GREENE STREET, SUITE 800  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/18/2019

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

NEW YORK, NY 10012

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

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

(City) (State) (Zip)

**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, \$0.001 par value per share ("Common Stock") | 03/18/2019                           |  | S                              |   | 125,000   | D  | \$ 76.55  | 3,986,281 | I | See footnotes (1) (2) |
| Common Stock   | 03/19/2019                           |  | S                              |   | 100,000   | D  | \$ 73.43  | 3,886,281 | I | See footnotes (1) (2) |
| Common Stock   | 03/20/2019                           |  | S                              |   | 23,781  | D  | \$ 72.8   | 3,862,500 | I | See footnotes         |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| venBio Select Advisor LLC<br>110 GREENE STREET<br>SUITE 800<br>NEW YORK, NY 10012                         |               | X         |         |       |
| Aghazadeh Behzad<br>C/O VENBIO SELECT ADVISOR LLC<br>120 W. 45TH STREET, 28TH FLOOR<br>NEW YORK, NY 10036 |               | X         |         |       |

## Signatures

venBio Select Advisor LLC, by: /s/ Scott Epstein, its Chief Financial Officer & Chief Compliance Officer 03/20/2019

\_\_Signature of Reporting Person Date

/s/ Behzad Aghazadeh 03/20/2019

\_\_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).

The securities reported herein are held on behalf of accounts managed by venBio Select Advisor LLC, a Delaware limited liability company (the "Investment Manager") and venBio Select Fund LLC, a Delaware limited liability company, a fund managed by the Investment Manager. Behzad Aghazadeh ("Dr. Aghazadeh," and together with the Investment Manager, the "Reporting Persons") serves as the portfolio manager and controlling person of the Investment Manager.

(1) The filing of this statement shall not be deemed an admission that either of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

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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