

Evoke Pharma Inc  
 Form 4  
 February 05, 2016

**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 \*  
**CARLSON MARILYN R.**

(Last) (First) (Middle)

C/O EVOKE PHARMA, INC., 505  
 LOMAS SANTA FE DRIVE,  
 SUITE 270

(Street)

SOLANA BEACH, CA 92075

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/05/2016

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)  
 Chief Medical Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	Title	Amount of Shares
				Code	V	(A)	(D)			
Stock Option (Right to Buy)	\$ 8.67	02/05/2016	D		100,000	(1)	12/01/2023		Common Stock	100,000
Stock Option (Right to Buy)	\$ 6.22	02/05/2016	D		45,000	(3)	03/05/2025		Common Stock	45,000
Stock Option (Right to Buy)	\$ 3.04	02/05/2016	A		75,000	(5)	12/01/2023		Common Stock	75,000
Stock Option (Right to Buy)	\$ 3.04	02/05/2016	A		33,750	(5)	03/05/2025		Common Stock	33,750

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON MARILYN R. C/O EVOKE PHARMA, INC. 505 LOMAS SANTA FE DRIVE, SUITE 270 SOLANA BEACH, CA 92075			Chief Medical Officer	

**Signatures**

/s/ Matthew J. D'Onofrio, Attorney-in-fact for Marilyn R. Carlson	02/05/2016
**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) 25% of the total number of shares of common stock subject to the option vested on December 1, 2014, and the remainder will vest in 36 equal monthly installments thereafter, subject to the reporting person's continued service to the Issuer through each such vesting date.
- (2) On February 5, 2016, the Issuer canceled an option granted on December 2, 2013. In exchange for the canceled option, the reporting person received 75,000 options to purchase common stock.
- (3) The total number of shares of common stock subject to the option vests in 48 equal monthly installments over the four-year period beginning on January 1, 2015, subject to the reporting person's continued service to the Issuer through each such vesting date.

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- (4) On February 5, 2016, the Issuer canceled an option granted on March 6, 2015. In exchange for the canceled option, the reporting person received 33,750 options to purchase common stock.
- (5) The total number of shares of common stock subject to the option vests in 36 equal monthly installments over the three-year period beginning on January 1, 2016, subject to the reporting person's continued service to the Issuer through each such vesting date.

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.