

Evoke Pharma Inc  
Form 4  
April 27, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
DP VII ASSOCIATES LP

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/25/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 04/25/2016                           |  | S                              |   | \$ 5.2 16,269   | D  | <u>(1)</u> <u>(2)</u> <u>(3)</u>  |
| Common Stock                    | 04/27/2016                           |  | S                              |   | \$ 5.02 16,208  | D  | <u>(1)</u> <u>(2)</u> <u>(3)</u>  |

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

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SEC 1474 (9-02)

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**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. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DP VII ASSOCIATES LP<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542 |               | X         |         |       |
| BLAIR JAMES C<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542        |               | X         |         |       |
| DOVEY BRIAN H<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542        |               | X         |         |       |
| TREU JESSE I<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542         |               | X         |         |       |
| VITULLO NICOLE<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542       |               | X         |         |       |
| Halak Brian K<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542        |               | X         |         |       |

## Signatures

/s/ Lisa A. Kraeutler, as Attorney-in-Fact for DP VII Associates, L.P., James C. Blair, Brian H. Dovey, Jesse I. Treu, Nicole Vitullo & Brian K. Halak

04/27/2016

\_\_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) The securities reported as directly beneficially owned by the Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of One Palmer Square Associates VII, LLC ("OPSA VII"), the sole general partner of the Reporting Person. Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

(2) As managing members of OPSA VII, which is also the sole general partner of Domain Partners VII, L.P. each Reporting Owner listed below may also be deemed to indirectly beneficially own 950,403 shares of Common Stock held by Domain Partners VII, L.P. Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by Domain Partners VII, L.P., however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

(3) As managing members of Domain Associates, LLC, each Reporting Owner listed below may also be deemed to indirectly beneficially own 5,250 shares of Common Stock held by Domain Associates, LLC. Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by Domain Associates, LLC, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.00 to \$5.06. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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