

Evoke Pharma Inc
Form 4
October 02, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GARNER CAM L

(Last) (First) (Middle)

C/O EVOKE PHARMA,
INC., 12555 HIGH BLUFF DRIVE,
SUITE 385

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2013

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	09/30/2013		C ⁽¹⁾	15,605 A	335,605	I	See footnote ⁽²⁾
Common Stock					20,000	I	See footnote ⁽³⁾
Common Stock					20,000	I	See footnote ⁽⁴⁾

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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	09/30/2013		C	78,027	(1) (1)	Common Stock	15,605	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GARNER CAM L
C/O EVOKE PHARMA, INC.
12555 HIGH BLUFF DRIVE, SUITE 385
SAN DIEGO, CA 92130

X

Signatures

/s/ Matthew J. D'Onofrio, as Attorney-in-fact for Cam L.
Garner

10/02/2013

__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 Issuer's Series A Preferred Stock (the "Preferred Stock") has no expiration date. The outstanding shares of Preferred Stock automatically converted into shares of Common Stock of the Issuer immediately prior to the closing of the Issuer's initial public offering at a conversion ratio of one share of Common Stock for every five shares of Preferred Stock, rounded down to the nearest whole number, for no additional consideration.
- (2) The shares are held by Garner Investments, L.L.C., of which Mr. Garner is the managing member.
- (3) The shares are held by the Lee Adair Garner Irrevocable Trust dtd 8/13/2007, of which Mr. Garner is a trustee.
- (4) The shares are held by the Anna Berenice Garner Irrevocable Trust dtd 8/13/2007, of which Mr. Garner is a trustee.

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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