

Loxo Oncology, Inc.  
Form 4  
August 06, 2014

**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 \*  
GOLDSTEIN DOV A MD

(Last) (First) (Middle)

C/O LOXO ONCOLOGY,  
INC., ONE LANDMARK SQUARE,  
SUITE 1122

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Loxo Oncology, Inc. [LOXO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/06/2014

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)  
CFO and Treasurer

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/06/2014		C		2,850,709	A	\$ 0 (1)	3,039,416	I	Held by Aisling Capital III, LP (2)
Common Stock	08/06/2014		P		413,077	A	\$ 13	3,452,493	I	Held by Aisling Capital III, LP (2)
Common Stock								22,656	D	

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	\$ 0 <sup>(1)</sup>	08/06/2014		C	2,343,749	<sup>(1)</sup> <sup>(3)</sup>	<sup>(3)</sup>	Common Stock	2,343,749
Series B Preferred Stock	\$ 0 <sup>(1)</sup>	08/06/2014		C	506,960	<sup>(1)</sup> <sup>(3)</sup>	<sup>(3)</sup>	Common Stock	506,960

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN DOV A MD C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901	X	X	CFO and Treasurer	

## Signatures

/s/ Dov Goldstein 08/06/2014

\*\*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).

In connection with the consummation of the Issuer's initial public offering on August 6, 2014, each share of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.

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The securities are directly held by Aisling Capital III, LP ("Aisling"), and indirectly held by Aisling Capital Partners III, LP ("Aisling GP"), as general partner of Aisling, and Aisling Capital Partners III LLC ("Aisling Partners"), as general partner of Aisling GP. Dr.

- (2) Goldstein is an Operating Partner of Aisling GP. Aisling GP has established an investment committee that has voting and dispositive power over the shares held by Aisling, of which Dr. Goldstein is a member. Dr. Goldstein disclaims beneficial ownership of these shares held directly by Aisling and this report is not an admission that he is the beneficial owner of such securities for purposes of Section 16 or any other purposes, except to the extent of his pecuniary interest therein.
- (3) None.

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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