

Bilenker Joshua H.  
Form 4  
November 28, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Bilenker Joshua H.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Last) (First) (Middle)  
C/O LOXO ONCOLOGY,  
INC., ONE LANDMARK SQUARE,  
SUITE 1122

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/26/2018

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

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

STAMFORD, CT 06901

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	11/26/2018		M <sup>(1)</sup>		29,000	A \$ 1.184	164,407 D
Common Stock	11/26/2018		M <sup>(1)</sup>		8,514	A \$ 3.648	172,921 D
Common Stock	11/26/2018		M <sup>(1)</sup>		1,486	A \$ 13.67	174,407 D
Common Stock	11/26/2018		S <sup>(1)</sup>		800 <sup>(2)</sup>	D \$ 150.99 <sup>(3)</sup>	173,607 D
	11/26/2018		S <sup>(1)</sup>			D	169,952 D

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Common Stock			3,655 <u>(2)</u>		\$ 152.04 <u>(4)</u>		
Common Stock	11/26/2018	S <u>(1)</u>	1,995 <u>(2)</u>	D	\$ 152.75 <u>(5)</u>	167,957	D
Common Stock	11/26/2018	S <u>(1)</u>	676 <u>(2)</u>	D	\$ 154.07 <u>(6)</u>	167,281	D
Common Stock	11/26/2018	S <u>(1)</u>	2,210 <u>(2)</u>	D	\$ 155.08 <u>(7)</u>	165,071	D
Common Stock	11/26/2018	S <u>(1)</u>	664 <u>(2)</u>	D	\$ 156.2 <u>(8)</u>	164,407	D
Common Stock	11/27/2018	M <u>(1)</u>	10,000	A	\$ 13.67	174,407	D
Common Stock	11/27/2018	S <u>(1)</u>	2,329 <u>(2)</u>	D	\$ 137.92 <u>(9)</u>	172,078	D
Common Stock	11/27/2018	S <u>(1)</u>	2,638 <u>(2)</u>	D	\$ 138.94 <u>(10)</u>	169,440	D
Common Stock	11/27/2018	S <u>(1)</u>	700 <u>(2)</u>	D	\$ 140.14 <u>(11)</u>	168,740	D
Common Stock	11/27/2018	S <u>(1)</u>	690 <u>(2)</u>	D	\$ 141.48 <u>(12)</u>	168,050	D
Common Stock	11/27/2018	S <u>(1)</u>	634 <u>(2)</u>	D	\$ 142.45 <u>(13)</u>	167,416	D
Common Stock	11/27/2018	S <u>(1)</u>	859 <u>(2)</u>	D	\$ 143.35 <u>(14)</u>	166,557	D
Common Stock	11/27/2018	S <u>(1)</u>	700 <u>(2)</u>	D	\$ 144.61 <u>(15)</u>	165,857	D
Common Stock	11/27/2018	S <u>(1)</u>	600 <u>(2)</u>	D	\$ 147.09 <u>(16)</u>	165,257	D
Common Stock	11/27/2018	S <u>(1)</u>	250 <u>(2)</u>	D	\$ 148.06 <u>(17)</u>	165,007	D

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Common Stock	11/27/2018	S <sup>(1)</sup>	400 <sup>(2)</sup>	D	\$ 149.25 <u>(18)</u>	164,607	D
Common Stock	11/27/2018	S <sup>(1)</sup>	200	D	\$ 151.56	164,407	D

Common Stock						30,000	I
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By Joshua H. Bilenker, ttee Joshua Bilenker 2018 GRAT, dated 06/20/2018

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

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SEC 1474  
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.184	11/26/2018		M <sup>(1)</sup>	29,000	<sup>(19)</sup>	11/14/2023	Common Stock	29,000
Employee Stock Option (Right to Buy)	\$ 3.684	11/26/2018		M <sup>(1)</sup>	8,514	<sup>(20)</sup>	06/18/2024	Common Stock	8,514
Employee Stock Option (Right to Buy)	\$ 13.67	11/26/2018		M <sup>(1)</sup>	1,486	<sup>(21)</sup>	12/18/2024	Common Stock	1,486

Buy)

Employee

Stock

Option	\$ 13.67	11/27/2018		M <sup>(1)</sup>	10,000	<u>(21)</u>	12/18/2024	Common Stock	10,000
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(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bilenker Joshua H. C/O LOXO ONCOLOGY, INC. ONE LANDMARK SQUARE, SUITE 1122 STAMFORD, CT 06901	X		President & CEO	

## Signatures

/s/Jennifer Burstein, by power of attorney  
11/28/2018

\_\_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 transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- (2) Represents the aggregate of sales effected on the same day at different prices.  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.45 to \$151.23 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3)
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.50 to \$152.49 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.50 to \$153.39 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.51 to \$154.39 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.53 to \$155.52 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.68 to \$156.60 per share, inclusive. 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 written request, full information regarding the number of shares sold at each

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separate price within the range set forth in this footnote.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.45 to \$138.38 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.48 to \$139.38 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.77 to \$140.64 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.99 to \$141.94 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.00 to \$142.99 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.04 to \$143.69 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$144.14 to \$145.13 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$146.84 to \$147.49 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$147.99 to \$148.11 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.99 to \$149.71 per share, inclusive. 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(19) The options have fully vested and are immediately exercisable.

(20) The stock option vests and becomes exercisable in 48 equal monthly installments beginning on the vesting commencement date, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

(21) The stock option vests and becomes exercisable in 48 equal monthly installments beginning one month after the vesting commencement date, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each 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.

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