

Braslyn Ltd.
Form 4
November 20, 2017

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 *
Boxer Capital, LLC

2. Issuer Name and Ticker or Trading Symbol
Mirati Therapeutics, Inc. [MRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11682 EL CAMINO REAL, SUITE 320,

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2017

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

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

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

SAN DIEGO, CA 92130

(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 | (A) or (D) | Price |
| Common Stock | 11/16/2017 | | P | | 144,736 | A | \$ 13 |
| | | | | | 1,372,510 | | |
| Common Stock | 11/16/2017 | | P | | 255,264 | A | \$ 13 |
| | | | | | 3,135,966 | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Warrant (right to purchase) | \$ 0.001 | 11/16/2017 | | P | 801,448 | 11/16/2017 (3) | Common Stock 801,448 |
| Warrant (right to purchase) | \$ 0.001 | 11/16/2017 | | P | 1,413,475 | 11/16/2017 (3) | Common Stock 1,413,475 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boxer Capital, LLC 11682 EL CAMINO REAL, SUITE 320 SAN DIEGO, CA 92130 | | X | | |
| Braslyn Ltd. C/O CAY HOUSE P.O. BOX N-7776 E.P. TAYLOR DRIVE LYFORD CAY NEW PROVIDENCE, C5 | | X | | |

Signatures

Boxer Capital, LLC, By: /s/ Aaron Davis
11/20/2017
**Signature of Reporting Person Date

Braslyn Ltd., By: /s/ Jason Callender
11/20/2017
**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) These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Braslyn Ltd. ("Braslyn"), (ii) Boxer Capital, (iii) Boxer Asset Management Inc. ("Boxer Management"), (v) MVA Investors, LLC ("MVA Investors"), (vi) Joseph C. Lewis, (vii) Rodney W. Lappe, (viii) Ivan M. Lieberburg, (ix) Aaron I. Davis, (x) Neil Reisman, (xi) Shehan B. Dissanayake, and (xii) Christopher Fuglesang (collectively, the "Boxer Group"), and indirectly by Boxer Management and Messrs. Lewis, Fuglesang, Reisman, Lieberburg, Dissanayake, and Davis, by virtue of their ownership in Boxer Capital. Each of Messrs. Fuglesang, Reisman, Lieberburg,

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Dissanayake and Davis is a member of Boxer Capital. Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest

- (2) These securities are owned directly by Braslyn, which may be deemed to be a member of the Boxer Group. Joe Lewis is the sole indirect beneficial owner of and controls Braslyn.
- (3) The warrants do not have an expiration date and are not exercisable to the extent that, following exercise of such warrants, the warrant holder and its affiliates would beneficially own more than 19.99% of the issuer's common stock.

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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