

Mirati Therapeutics, Inc.  
Form 4  
July 01, 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 \*  
ORBIMED ADVISORS 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)  
601 LEXINGTON AVENUE, 54TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
06/27/2014

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

(Street)  
NEW YORK, NY 10022

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

**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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock, par value \$0.001 per share | 06/27/2014                           |  | S                              | 79,120 D \$ 21.79 (3)   | 1,195,212   | I  | See Footnotes (1) (2)                                 |
| Common Stock, par value \$0.001 per share | 06/27/2014                           |  | S                              | 9,212 D \$ 23.09 (4)  | 1,186,000   | I  | See Footnotes (1) (2)                                 |
| Common Stock, par                         | 06/30/2014                           |  | S                              | 9,283 D \$ 20.33  | 1,176,717   | I  | See Footnotes   |

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|                         |            |  |   |       |     |          |           |   |                       |
|-------------------------|------------|--|---|-------|-----|----------|-----------|---|-----------------------|
| value                   |            |  |   |       | (5) |          |           |   | (1) (2)               |
| \$0.001 per share       |            |  |   |       |     |          |           |   |                       |
| Common Stock, par value | 06/30/2014 |  | S | 4,717 | D   | \$ 21.11 | 1,172,000 | I | See Footnotes (1) (2) |
| \$0.001 per share       |            |  |   |       |     | (6)      |           |   |                       |
| Common Stock, par value | 07/01/2014 |  | S | 5,000 | D   | \$ 20.04 | 1,167,000 | I | See Footnotes (1) (2) |
| \$0.001 per share       |            |  |   |       |     | (7)      |           |   |                       |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ORBIMED ADVISORS LLC<br>601 LEXINGTON AVENUE, 54TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| OrbiMed Capital GP IV LLC<br>601 LEXINGTON AVENUE, 54TH FLOOR                  |               | X         |         |       |

NEW YORK, NY 10022

ISALY SAMUEL D

601 LEXINGTON AVENUE, 54TH FLOOR

NEW YORK, NY 10022

X

## Signatures

/s/ Samuel D.

07/01/2014

Isaly

\_\_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).

The shares of Common Stock ("Shares") are held of record by OrbiMed Private Investments IV, LP ("OPI IV") and may be deemed to be indirectly beneficially owned by OrbiMed Capital GP IV LLC ("GP IV"), OrbiMed Advisors LLC ("Advisors"), and Samuel D. Isaly ("Isaly"). GP IV is the sole general partner of OPI IV. Advisors, a registered adviser under the Investment Advisers Act of 1940, as

(1) amended, is the sole managing member of GP IV. By virtue of such relationships, GP IV and Advisors may be deemed to have voting and investment power with respect to the securities held by OPI IV noted above. Isaly, a natural person, is the managing member of and owner of a controlling interest in Advisors, and in such capacity may also be deemed to have voting and investment power over the securities held by OPI IV.

(2) This Form 4 is being jointly filed by Advisors, GP IV and Isaly. Each of GP IV, Advisors and Isaly disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Persons are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.

(3) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$21.79 to \$21.81, inclusive. The reporting persons undertake 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 range set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.23, inclusive. The reporting persons undertake 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 range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.99, inclusive. The reporting persons undertake 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 range set forth in this footnote.

(6) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.685, inclusive. The reporting persons undertake 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 range set forth in this footnote.

(7) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.21, inclusive. The reporting persons undertake 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 range 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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