

Evoke Pharma Inc
Form SC 13G/A
January 17, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

Evoke Pharma, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

30049G104

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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NAME OF REPORTING PERSONS

1

LVP Life Science Ventures III, L.P. ("LVP III")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ (b) ☒

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

4

SOLE VOTING POWER

1,937,983 shares, except that LVP GP III, LLC ("GP III"), the general partner of LVP III, may be deemed to have sole power to vote these shares, and Patrick Latterell ("Latterell"), the managing member of GP III, may be deemed to have shared power to vote these shares.

NUMBER OF SHARED VOTING POWER

SHARES See response to row 5.

BENEFICIALLY

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING

1,937,983 shares, except that GP III, the general partner of LVP III, may be deemed to have sole power to dispose of these shares, and Latterell, the managing member of GP III, may be deemed to have shared power to dispose of these shares.

PERSON

WITH

SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,937,983

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

11.12%

TYPE OF REPORTING PERSON

12

PN

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NAME OF REPORTING PERSONS

1

LVP III Associates, L.P. ("Associates")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ (b) ☒

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

4

SOLE VOTING POWER

96,897 shares, except that GP III, the general partner of Associates, may be deemed to have sole power to vote these shares, and Latterell, the managing member of GP III, may be deemed to have shared power to vote these shares.

NUMBER OF SHARED VOTING POWER

SHARES See response to row 5.

BENEFICIALLY

OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING

96,897 shares, except that GP III, the general partner of Associates, may be deemed to have sole power to dispose of these shares, and Latterell, the managing member of GP III, may be deemed to have shared power to dispose of these shares.

PERSON

WITH

SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

96,897

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.56%

TYPE OF REPORTING PERSON

12

PN

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NAME OF REPORTING PERSONS

1

LVP III Partners, L.P. ("Partners")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ (b) ☒
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

48,449 shares, except that GP III, the general partner of Partners, may be deemed to have sole
5 power to vote these shares, and Latterell, the managing member of GP III, may be deemed to have
shared power to vote these shares.

NUMBER OF SHARED VOTING POWER
SHARES
BENEFICIALLY OWNED BY
EACH

6 See response to row 5.

REPORTING PERSON WITH
SOLE DISPOSITIVE POWER

48,449 shares, except that GP III, the general partner of Partners, may be deemed to have sole
7 power to dispose of these shares, and Latterell, the managing member of GP III, may be deemed to
have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8 See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,449

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.28%

TYPE OF REPORTING PERSON

12

PN

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NAME OF REPORTING PERSONS

1

LVP GP III, LLC ("GP III")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ (b) ☒
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

4

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SOLE VOTING POWER
2,083,329 shares, of which 1,937,983 are directly owned by LVP III, 96,897 of which are directly owned by Associates and 48,449 of which are directly owned by Partners. GP III, the general partner of LVP III, Associates and Partners, may be deemed to have sole power to vote these shares, and Latterell, the managing member of GP III, may be deemed to have shared power to vote these shares.

SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

2,083,329 shares, of which 1,937,983 are directly owned by LVP III, 96,897 of which are directly owned by Associates and 48,449 of which are directly owned by Partners. GP III, the general partner of LVP III, Associates and Partners, may be deemed to have sole power to dispose of these shares, and Latterell, the managing member of GP III, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,083,329

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

11.95%

TYPE OF REPORTING PERSON

12

OO

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NAME OF REPORTING PERSONS

1

LVPMC, LLC ("LVPMC")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ (b) ☒

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5,250 shares. Latterell, the manager of LVPMC, may be deemed to have sole power to vote these 5 shares.

NUMBER OF SHARED VOTING POWER

SHARES See response to row 5.

BENEFICIALLY OWNED BY

EACH

SOLE DISPOSITIVE POWER

REPORTING 5,250 shares. Latterell, the manager of LVPMC, may be deemed to have shared power to dispose 7 of these shares.

PERSON WITH

SHARED DISPOSITIVE POWER

8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,250

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.03%

TYPE OF REPORTING PERSON

12

OO

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NAME OF REPORTING PERSONS

1

Patrick F. Latterell ("Latterell")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ (b) ☒
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5,250 shares, all of which are directly owned by LVPMC, LLC. Latterell is the manager of LVPMC, LLC and may be deemed to have sole power to vote those shares.

SHARED VOTING POWER

2,083,329 shares, of which 1,937,983 are directly owned by LVP III, 96,897 of which are directly owned by Associates and 48,449 of which are directly owned by Partners. Latterell is the managing member of GP III, which is the general partner of LVP III, Associates and Partners. Latterell may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE DISPOSITIVE POWER

5,250 shares, all of which are directly owned by LVPMC, LLC. Latterell is the manager of LVPMC, LLC and may be deemed to have sole power to dispose of those shares.

SHARED DISPOSITIVE POWER

2,083,329 shares, of which 1,937,983 are directly owned by LVP III, 96,897 of which are directly owned by Associates and 48,449 of which are directly owned by Partners. Latterell is the managing member of GP III, which is the general partner of LVP III, Associates and Partners. Latterell may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,088,579

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

11.98%

TYPE OF REPORTING PERSON

12

IN

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ITEM 1(A).

NAME OF ISSUER

Evoke Pharma, Inc. (the "Issuer")

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

420 Stevens Avenue, Suite 370
Solana Beach, CA 92075

NAME OF PERSONS FILING

ITEM 2(A). This Schedule is filed by LVP Life Science Ventures III, L.P., a Delaware limited partnership, LVP III Associates, L.P., a Delaware limited partnership ("Associates"), LVP III Partners, L.P., a Delaware limited partnership ("Partners"), LVP GP III, LLC, a Delaware limited liability company ("GP III"), and Patrick Latterell ("Latterell"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o LVPMC, LLC

2603 Camino Ramon, Suite 200

San Ramon, CA 94583

CITIZENSHIP

ITEM 2(C).

See Row 4 of cover page for each Reporting Person.

ITEM 2(D).

TITLE OF CLASS OF SECURITIES

Common Stock, \$0.0001 par value

CUSIP NUMBER

ITEM 2(D)

30049G104

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

ITEM 3.

Not applicable.

ITEM 4.

OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2018:

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(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM 6. Under certain circumstances set forth in the limited partnership agreements of LVP III, Associates and Partners and the limited liability company agreement of GP III, the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer owned by each such entity of which they are a partner or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.
Not applicable

ITEM 10. CERTIFICATION.
Not applicable

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 17, 2019

LVP LIFE SCIENCE VENTURES III, L.P.

By: LVP GP III, LLC
Its: General Partner

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Managing Member

LVP III ASSOCIATES, L.P.

By: LVP GP III, LLC
Its: General Partner

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Managing Member

LVP III PARTNERS, L.P.,

By: LVP GP III, LLC
Its: General Partner

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Managing Member

LVP GP III, LLC

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Managing Member

LVPMC, LLC

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Manager

PATRICK F. LATTERELL

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
Exhibit A: Agreement of Joint Filing	12

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: January 17, 2019

LVP LIFE SCIENCE VENTURES III, L.P.

By: LVP GP III, LLC
Its: General Partner

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Managing Member

LVP III ASSOCIATES, L.P.

By: LVP GP III, LLC
Its: General Partner

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Managing Member

LVP III PARTNERS, L.P.,

By: LVP GP III, LLC
Its: General Partner

By: /s/ Patrick F. Latterell

Name: Patrick F. Latterell
Its: Managing Member

LVP GP III, LLC

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Managing Member

LVPMC, LLC

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell
Its: Manager

PATRICK F. LATTERELL

By: /s/ Patrick F. Latterell
Name: Patrick F. Latterell