

Mirati Therapeutics, Inc.
Form 3
January 15, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Davis Aaron I.
(Last) (First) (Middle)

440 STEVENS AVE, SUITE 100
(Street)

SOLANA
BEACH, Â CA Â 92075
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
01/14/2016

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

54,430

D ⁽¹⁾

Â

Common Stock

1,232,093

I

See Footnote ⁽²⁾

Common Stock

429,340

I

See Footnote ⁽³⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrant (right to purchase)	Â (4)	11/21/2017	Common Stock	189,780	\$ 7.86	D (2)	Â
Warrant (right to purchase)	Â (4)	11/21/2017	Common Stock	78,186	\$ 7.86	D (5)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Aaron I. 440 STEVENS AVE, SUITE 100 SOLANA BEACH,Â CAÂ 92075	Â	Â X	Â	Â

Signatures

/s/ Aaron I. Davis
01/15/2016

__Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These securities are owned directly by the reporting person, who 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) Boxer Capital, LLC ("Boxer Capital"), (ii) Boxer Asset Management Inc. ("Boxer Management"), (iii) MVA Investors, LLC ("MVA Investors"), (iv) Braslyn Ltd., (v) Joe Lewis, (vi) the reporting person, (vii) Christopher Fuglesang, (viii) Rodney W. Lappe, (ix) Ivan M. Lieberburg, (x) Neil Reisman, (xi) Shehan B. Dissanayake, (xii) Peter E. Harwin, and (xiii) William N. Harwin 2012 Gift Trust F/B/O Peter Harwin. The reporting person is a member of Boxer Capital. On January 14, 2016, Boxer Capital transferred 791,139 shares of the common stock of the issuer, pro rata for no consideration as part of an internal reorganization.

(2) These securities are owned directly by Boxer Capital, and indirectly by the reporting person, Boxer Management and Joe Lewis, by virtue of their ownership in Boxer Capital. The reporting person disclaims beneficial ownership of these securities to the extent he does not have a pecuniary interest therein. On January 14, 2016, Boxer Capital transferred 791,139 shares of the common stock of the issuer, pro rata for no consideration as part of an internal reorganization.

(3) These securities are owned directly and solely by MVA Investors, which has sole voting and dispositive power with respect to these securities. The reporting person is a member of MVA Investors. The reporting person disclaims beneficial ownership of these securities to the extent he does not have a pecuniary interest therein.

(4) The warrants are not exercisable to the extent that, following exercise of such warrants, the warrant holder would beneficially own more than 19.99% of the issuer's common stock.

(5) These securities are owned directly and solely by MVA Investors. The reporting person disclaims beneficial ownership of these securities to the extent he does not have a pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 0;

Stock

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awards
(\$)

Option
awards
(\$)
Non-Equity
incentive
plan
compensation
(\$)
Nonqualified
deferred
compensation
earnings
(\$)

All other
compensation
(\$)

Total
(\$)

Henry P. Globus

14,000

-

-

-

-

22,296 (1)

36,296

Lawrence F. Maietta

19,500

-

-

-

-

14,500 (2)

34,000

Arthur M. Dresner

23,000

-

-

-

-

-

23,000

Explanation of Responses:

Andrew A. Boccone

20,250

-

-

-

-

-

20,250

Christopher W. Nolan, Sr.

18,250

-

-

-

-

-

18,250

(1) Consulting fee in accordance with a post-retirement agreement under which Henry P. Globus provides consulting services to the Company related to his prior responsibilities as Executive Vice President. Currently, he receives a fee of \$1,858/month, which is adjusted annually based on the cost of living index. In addition, he receives medical and dental benefits equivalent to those provided to officers of the Company.

(2) Consulting fee paid to Bonamassa, Maietta & Cartelli, LLP for reviewing quarterly and annual financial statements and corporate tax returns.

APPOINTMENT OF ACCOUNTANTS

The firm of Holtz Rubenstein Reminick LLP, independent registered public accounting firm of Melville, N.Y., has been appointed by the Audit Committee of the Board of Directors to be the independent accountants of the Company for the fiscal year ending December 31, 2010. The appointment of such firm is subject to ratification by the stockholders at the Annual Meeting. Management believes that the firm is well qualified and recommends a vote in favor of the ratification.

Representatives of Holtz Rubenstein Reminick LLP are expected to be present at the Annual Meeting and will have an opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions. There will be no representative for Eisner LLP, which, as stated below, had been the Company's principal accounting firm until July 10, 2009.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF HOLTZ RUBENSTEIN REMINICK LLP TO SERVE AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. PROXIES WILL BE VOTED "FOR" THE RATIFICATION OF THE APPOINTMENT OF HOLTZ RUBENSTEIN REMINICK LLP, IF NO DIRECTION IS GIVEN IN THE PROXIES.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

On July 10, 2009, as directed and approved by the Audit Committee of the Company's Board of Directors, the Company formally dismissed Eisner LLP ("Eisner") as the Company's independent accountant.

Eisner had audited the Company's financial statements for the fiscal years ended December 31, 2002 through December 31, 2008. The audit reports of Eisner on the Company's financial statements for the years ended December 31, 2008 and 2007, and any interim periods up to and including the date our relationship with Eisner ceased, did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principle. During the period from Eisner's appointment as the Company's independent accountant through the date of this Report, there have been no disagreements with Eisner on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Eisner, would have caused it to make reference to the subject matter of the disagreements in connection with its report. There were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

On July 10, 2009, as directed and approved by the Audit Committee of the Company's Board of Directors, the Company formally retained Holtz Rubenstein Reminick LLP ("Holtz") as the Company's independent accountant, effective immediately.

During the two most recent fiscal years and through June 30, 2009, the Company has not consulted with Holtz regarding either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the financial statements of the Company, as well as any matters or reportable events described in Items 304(a)(2)(i) or (ii) of Regulation S-K.

The Company previously provided a copy of this disclosure to Eisner, and requested that Eisner furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statements made by the Company and, if not, stating the respects in which it does not agree. A copy of Eisner's response was included as Exhibit 16.1 to the Company's Form 8-K filed with the SEC on July 10, 2009.

Audit Fees

The aggregate fees that have been or are expected to be billed by Holtz, the Company's principal accountants, to the Company for the review and audit of the Company's financial statements for 2009, including certain quarterly reports on Form 10-Q and its annual report on Form 10-K, were approximately \$76,000 (including out-of-pocket expenses). The aggregate fees billed by Eisner LLP, the Company's previous principal accountants, to the Company for the review of the Company's financial statements for the quarter ended March 31, 2009 was approximately \$12,725. The aggregate fees billed by Eisner LLP for the review and audit of the Company's quarterly and annual financial statements for 2008 were approximately \$88,450 (including out-of-pocket expenses).

Audit-Related Fees

During 2009 Holtz billed the Company \$1,662.50 in fees related to the Company's compliance with Section 404 of the Sarbanes-Oxley Act ("SOX Compliance"). During 2009 Eisner LLP billed the Company \$1,575 in fees related to SOX Compliance. No other fees were billed by Holtz or Eisner for the last two years that were reasonably related to the performance of the audit or review of the Company's financial statements and not reported under "Audit Fees" above.

Tax Fees

There were no other fees billed by Holtz or Eisner LLP during the last two fiscal years for professional services rendered for tax compliance, tax advice, or tax planning.

All Other Fees

In 2009 Eisner LLP billed the Company \$4,000 for its assistance in responding to a comment letter from the SEC. In 2008 Eisner LLP billed the Company \$4,000 for non-audit related matters related to the Company's compliance with Section 404 of the Sarbanes Oxley Act of 2002. All of the services described above were approved by the Audit Committee. Accordingly, none of such services were approved pursuant to pre-approval procedures or permitted waivers thereof.

Pre-approval Policies for Audit Services

Engagement of accounting services by the Company is not made pursuant to any pre-approval policies or procedures. The Company believes that its accounting firm is independent because all of its engagements by the Company are approved by the Company's Audit Committee prior to any such engagement.

The Audit Committee of the Company's Board of Directors meets periodically to review and approve the scope of the services to be provided to the Company by its independent accountant, as well as to review and discuss any issues that may arise during an engagement. The Audit Committee is responsible for the prior approval of every engagement of the Company's independent auditors to perform audit and permissible non-audit services for the Company (such as quarterly reviews, tax matters, consultation on new accounting and disclosure standards and, in future years, reporting on management's internal controls assessment.)

Before the auditors are engaged to provide those services, the chief financial officer and the controller will make a recommendation to the Audit Committee regarding each of the services to be performed, including the fees to be charged for such services. At the request of the Audit Committee the independent auditors and/or management shall periodically report to the Audit Committee regarding the extent of services being provided by the independent auditors, and the fees for the services performed to date.

ANNUAL REPORT TO STOCKHOLDERS

The Annual Report to Stockholders for the fiscal year ended December 31, 2009 accompanies this Proxy Statement. The Annual Report contains financial and other information about the Company, but is not incorporated into this Proxy Statement and is not deemed to be a part of the proxy soliciting material.

STOCKHOLDER PROPOSALS

Proposals of stockholders for possible consideration at the 2011 Annual Meeting (expected to be held in May 2011) must be received by the Secretary of the Company not later than December 14, 2010 to be considered for inclusion in the proxy statement for that meeting, if appropriate for consideration under applicable securities laws. Stockholders who wish to make a proposal at the 2011 Annual Meeting-other than one that will be included in the Company's proxy materials-must notify the Secretary of the Company no later than February 27, 2011. If a stockholder who wishes to present a proposal fails to notify the Company by February 27, 2011, the stockholder would not be entitled to present the proposal at the meeting. If, however, notwithstanding the foregoing procedure, the proposal is brought before the meeting, then under the Securities and Exchange Commission's proxy rules the proxies solicited by management with respect to the 2011 Annual Meeting will confer discretionary voting authority with respect to the stockholder's proposal on the persons selected by management to vote the proxies. If a stockholder makes a timely notification, the proxies may still exercise discretionary voting authority under circumstances consistent with the Securities and Exchange Commission's proxy rules.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD

The Board of Directors has adopted the following procedure for stockholders to send communications to the Board. Stockholders who wish to send communications to directors should refer to the Company's website at: www.u-g.com and direct those communications to Mr. Arthur M. Dresner, Chairman of the Audit Committee, whose email address is posted there. All communications sent to Mr. Dresner but addressed to other Board members will be forwarded to that Board member by Mr. Dresner.

OTHER BUSINESS

Management of the Company knows of no business other than that referred to in the foregoing Notice of Annual Meeting and Proxy Statement that may come before the Annual Meeting.

By order of the Board of Directors
Robert S. Rubinger, Secretary

Dated: April 12, 2010

THE COMPANY WILL FURNISH, WITHOUT CHARGE, A COPY OF ITS ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009, INCLUDING FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES, BUT EXCLUDING EXHIBITS, TO EACH STOCKHOLDER WHO REQUESTS THE 10-K IN WRITING ADDRESSED TO: ROBERT S. RUBINGER, CORPORATE SECRETARY, UNITED-GUARDIAN, INC., P. O. BOX 18050, HAUPPAUGE, NEW YORK 11788.

