Mirati Therapeutics, Inc.
Form 8-K
November 16, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 16, 2017

MIRATI THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-35921**	**46-2693615**
(State of incorporation)	**(Commission File No.)**	**(IRS Employer Identification No.)**

9393 Towne Centre Drive, Suite 200

San Diego, California 92121

(Address of principal executive offices and zip code)

Registrant s telephone number, including area code: (858) 332-3410

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On November 16, 2017, Mirati Therapeutics, Inc. (we, Mirati or the Company) entered into an underwriting agreement (the Underwriting Agreement) with Cowen and Company, LLC and Barclays Capital Inc., as representatives of the several underwriters named therein (the Underwriters), pursuant to which we agreed to issue and sell an aggregate of (i) 2,015,901 shares of our common stock, par value $0.001 per share (the Shares), and (ii) pre-funded warrants to purchase 4,137,999 shares of our common stock (the Pre-Funded Warrants). The Pre-Funded Warrants will be exercisable at an exercise price of $0.001 per share. The Shares will be sold at a public offering price of $13.00 per Share. The Pre-Funded Warrants will be sold at a public offering price of $12.999 per Pre-Funded Warrant, which represents the per share public offering price for the common stock less the $0.001 per share exercise price for each such Pre-Funded Warrant. Under the terms of the Underwriting Agreement, we granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 923,085 shares of our common stock. The offering is scheduled to close on or about November 20, 2017, subject to customary closing conditions.

We estimate that gross proceeds we will receive from the offering will be approximately $80.0 million, before deducting the Underwriters discounts and estimated offering expenses payable by us, and assuming no exercise of the option to purchase additional shares.

The Underwriting Agreement contains customary representations, warranties and agreements by us, customary conditions to closing, indemnification obligations of us and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The offering was made pursuant to our effective registration statement on Form S-3 (Registration Statement No. 333-207848) previously filed with the Securities and Exchange Commission (SEC) and a related prospectus. The Underwriting Agreement is filed as Exhibit 1.1 to this report and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the securities in the offering is attached as Exhibit 5.1 hereto.

On November 15, 2017, we issued a press release announcing that we had commenced the offering. On November 16, 2017, we issued a press release announcing that we had priced the offering. Copies of these press releases are attached as Exhibits 99.1 and 99.2 hereto, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
1.1	Underwriting Agreement, dated November 16, 2017.
4.1	Form of Pre-Funded Warrant.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).

99.1 Press release, dated November 15, 2017.

99.2 Press release, dated November 16, 2017.

Forward-Looking Statements

Certain statements contained in this report, other than statements of fact that are independently verifiable at the date hereof, may constitute forward-looking information and forward-looking statements (collectively forward-looking statements within the meaning of applicable securities laws). Such statements, based as they are on the current expectations of management of Mirati and upon what management believes to be reasonable assumptions based on information currently available to it, inherently involve numerous risks and uncertainties, known and unknown, many of which are beyond Mirati s control. Such statements can usually be identified by the use of words such as may , would , believe , intend , plan , anticipate , estimate and other similar terminology, or state that certain actions, e results may or would be taken, occur or be achieved. Forward-looking statements in this report include, but are not limited to, statements related to Mirati s expectations regarding the completion, timing and size of its public offering of securities, and the expected gross proceeds from the offering.

Whether actual results and developments will conform with Mirati s expectations and predictions is subject to a number of risks, assumptions and uncertainties, many of which are beyond Mirati s control, and the effects of which can be difficult to predict. These risks include those associated with market risks and uncertainties and the satisfaction of customary closing conditions for an offering of securities, as well as those inherent in drug development, whether Mirati will be able to obtain financing when needed or on favorable terms, and other risks described in Mirati s filings with the SEC. In evaluating any forward-looking statements in this report, Mirati cautions readers not to place undue reliance on any forward-looking statements. Unless otherwise required by applicable securities laws, Mirati does not intend, nor does it undertake any obligation, to update or revise any forward-looking statements contained in this report to reflect subsequent information, events, results or circumstances or otherwise.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 16, 2017

MIRATI THERAPEUTICS, INC.

By: /s/ Charles M. Baum
Charles M. Baum
President and Chief Executive Officer