

Mirati Therapeutics, Inc.  
Form 10-Q/A  
August 20, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-Q/A  
(Amendment No. 1)

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☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-35921

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MIRATI THERAPEUTICS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

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|--|--------------------------------------|
| Delaware   | 46-2693615                           |
| (State of Incorporation)                             | (I.R.S. Employer Identification No.) |
| 9393 Towne Centre Drive, Suite 200                   |                                      |
| San Diego, California                                | 92121                                |
| (Address of Principal Executive Offices)             | (Zip Code)                           |
| (858) 332-3410                                       |                                      |
| (Registrant's Telephone Number, Including Area Code) |                                      |

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer ☐

Accelerated filer ☐

☒

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Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐  
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 financing accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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Total shares of common stock outstanding as of the close of business on April 30, 2018:

| Class                           | Number of Shares Outstanding |
|---------------------------------|------------------------------|
| Common Stock, \$0.001 par value | 29,052,131                   |

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EXPLANATORY NOTE

Mirati Therapeutics, Inc. (the “Company”) is filing this Amendment No. 1 to Quarterly Report on Form 10-Q/A (this “Amendment”) to amend the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, as filed with the Securities and Exchange Commission (the “SEC”) on May 7, 2018 (the “10-Q”). This Amendment is being filed solely to re-file a revised redacted version of Exhibit 10.1 to the 10-Q (the “Exhibit”) to reflect changes to the Company’s confidential treatment request with respect to certain portions of the Exhibit. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company’s principal executive officer and principal financial officer are filed as exhibits to this Amendment.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the 10-Q. This Amendment does not reflect events occurring after the filing of the 10-Q or modify or update those disclosures that may be affected by subsequent events. Accordingly, this Amendment should be read in conjunction with the 10-Q and the Company’s other filings with the SEC.

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ITEM 6. Exhibits

| Exhibit number | Description of document   |
|----------------|---|
| 2.1            | <u>Arrangement Agreement, dated May 8, 2013, by and between MethylGene Inc. and the Company.</u> <sup>(2)</sup>   |
| 3.1            | <u>Amended and Restated Certificate of Incorporation.</u> <sup>(1)</sup>  |
| 3.2            | <u>Bylaws.</u> <sup>(1)</sup>   |
| 3.3            | <u>Amendment to Bylaws.</u> <sup>(3)</sup>  |
| 4.1            | <u>Form of Common Stock Certificate.</u> <sup>(2)</sup>   |
| 4.2            | <u>Form of Warrant to Purchase Common Stock</u> <sup>(4)</sup>  |
| 4.3            | <u>Form of Warrant to Purchase Common Stock</u> <sup>(5)</sup>  |
| 10.1*          | <u>Collaboration and License Agreement, dated January 7, 2018, by and among Mirati Therapeutics, Inc., MethylGene Inc. and BeiGene, Ltd.</u> <sup>(7)</sup>                           |
| 10.2           | <u>Amended and Restated Non-Employee Director Compensation Policy</u> <sup>(6)</sup>  |
| 31.1           | <u>Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u> <sup>(6)</sup>                                |
| 31.2           | <u>Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u> <sup>(6)</sup>                                |
| 31.3           | <u>Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u> <sup>(7)</sup>                                |
| 31.4           | <u>Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u> <sup>(7)</sup>                                |
| 32.1           | <u>Certifications Pursuant to U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Public Company Accounting Reform and Investor Protection Act of 2002.</u> <sup>(6)</sup> |
| 101.INS        | XBRL Instance Document. <sup>(6)</sup>  |
| 101.SCH        | XBRL Taxonomy Extension Schema Document. <sup>(6)</sup>   |
| 101.CAL        | XBRL Taxonomy Extension Schema Document. <sup>(6)</sup>   |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document. <sup>(6)</sup>  |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document. <sup>(6)</sup>   |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document. <sup>(6)</sup>  |

\*Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

(1) Incorporated by reference to Mirati Therapeutics, Inc.'s Registration Statement on Form 10-12B (No. 001-35921), filed with the Securities and Exchange Commission on May 10, 2013.

(2) Incorporated by reference to Mirati Therapeutics, Inc.'s Amended Registration Statement on Form 10-12B/A (No. 001-35921), filed with the Securities and Exchange Commission on June 14, 2013.

(3) Incorporated by reference to Mirati Therapeutics, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 16, 2016.

(4) Incorporated by reference to Mirati Therapeutics, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 6, 2017.

(5) Incorporated by reference to Mirati Therapeutics, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 16, 2017.

(6) Incorporated by reference to Mirati Therapeutics, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 7, 2018.

(7) Filed herein.

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.

MIRATI THERAPEUTICS, INC.

Date: August 20, 2018 by: /s/ Charles M. Baum  
Chief Executive Officer  
(Principal Executive Officer)

Date: August 20, 2018 by: /s/ Jamie A. Donadio  
Senior Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)