FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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| Section 16. Form 4 or Form 5          |
| bligations may continue. See          |
| nstruction 1(b).                      |
|                                       |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |           |  |                                 |   |   | ,                 |              |                       |  | ļ   |   |   |                          |   |  |           |  |  |
|--|-----------|--|---------------------------------|---|---|-------------------|--------------|-----------------------|--|---|---|---|--------------------------|---|--|-----------|--|--|
| Name and Address of Reporting Person*  D'Onofrio Matthew J |           |  |                                 | 2. Issuer Name <b>and</b> Ticker or Trading Symbol  Evoke Pharma Inc [ EVOK ] |   |                   |              |                       |  |   |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                          |   |  |           |  |  |
| D'Unot   | rio Matth | <u>iew J</u>                               |                                 | ·   | L V OIX   | <u>C I IIUIII</u> | <u>10 11</u> | <u>iic</u> [ LVC      | /IC ]  |   |   |   |                          | Director  |  |           | 10% Ow   |  |
|  |           |  | (C. I. II. )                    |   |   |                   |              |                       |  |   |   |   | X                        | Officer (<br>below)                                 | give title   |           | Other (spectors)   | pecify   |
| (Last) (First) (Middle)                                    |           |  |                                 | Date of Earliest Transaction (Month/Day/Year)                                 |   |                   |              |                       |  |   |   | Exec  | c VP, Chief Bus. Officer |   |  |           |  |  |
| C/O EVOKE PHARMA, INC.                                     |           |  |                                 | 04/26/2018  |   |                   |              |                       |  |   |   |   |                          |   |  |           |  |  |
| 420 STE  | VENS AVE  | ENUE, SUITE 3                              | 70                              |   |   |                   |              |                       |  |   |   |   |                          |   |  |           |  |  |
| (Street)   |           |  |                                 |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |                   |              |                       |  |   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)             |                          |   |  |           |  |  |
| SOLAN  | A         |  | 00055                           |   |   |                   |              |                       |  |   |   |   | X                        | Form fil  | ed by One  | Repo      | rting Person   |  |
| BEACH  | C.        | A  | 92075                           |   |   |                   |              |                       |  |   |   |   |                          | Form fil<br>Person                                  | ed by Mor  | e than    | One Report   | ing  |
| (City)   | (S        | tate)                                      | (Zip)                           |   |   |                   |              |                       |  |   |   |   |                          |   |  |           |  |  |
|  |           | Ta   | ble I - Non-                    | -Derivat  | ive Se  | ecuritie          | s Ac         | quired,               | Disp   | osed c  | f, or B   | enefici   | ally                     | Owned   |  |           |  |  |
| Date   |           |  | 2. Transac<br>Date<br>(Month/Da | Execution Date  |   |                   | Code (Instr. |                       |  | 5. Amount<br>Securities<br>Beneficiall<br>Owned Fol<br>Reported |   | Form:<br>ly (D) or  |                          | : Direct   I<br>r Indirect   E<br>str. 4)   (       | 7. Nature of Indirect Beneficial Ownership   |           |  |  |
|  |           |  | Code                            |   |   |                   | v            | Amount                | (A) or (D)   |   | ce  | Transaction (Instr. 3 a   | action(s)                |   |  | Instr. 4) |  |  |
|  |           |  | Table II - D                    |   |   |                   |              | uired, D<br>s, option |  |   |   |   |                          | wned  |  | ,         |  |  |
| Derivative   Conversion   Date                             |           | 3. Transaction<br>Date<br>(Month/Day/Year) | if any (                        |   | ransaction<br>Code (Instr. Sec<br>S) Acq<br>or D<br>of (I |                   | Derivative   |                       | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |   | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |   |                          | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported |           | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |           |  |                                 | Code  | v   | (A)               | (D)          | Date<br>Exercisabl    |  | xpiration<br>ate  | Title   | Amou<br>or<br>Numb<br>of Sha  | er                       |   | Transaction(s)<br>(Instr. 4)   |           |  |  |
| Stock<br>Option<br>(Right to                               | \$2.43    | 04/26/2018                                 |                                 | A   |   | 150,000           |              | (1)                   | 02   | 2/06/2028   | Common<br>Stock   | 150,0   | 000                      | \$0.00  | 150,0  | 00        | D  |  |

## **Explanation of Responses:**

1. The option grant date was February 7, 2018, subject to approval of the Issuer's Amended and Restated 2013 Equity Incentive Plan (the "Plan") by the Issuer's stockholders which occurred at the Issuer's annual stockholder meeting on April 26, 2018. The total number of shares of common stock subject to the option vests in 48 equal monthly installments over the four-year period beginning on January 1, 2018, subject to the reporting person's continued service to the Issuer through each such vesting date. Notwithstanding the foregoing vesting schedule, in no event may the option be exercised prior to the earlier of (i) the date on which the Issuer receives marketing approval from the U.S. Food and Drug Administration of Gimoti, (ii) the second anniversary of the date of grant, or (iii) the date of a "change in control" under Section 2.9 of the

## Remarks:

/s/ Matthew J. D'Onofrio

04/27/2018

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

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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