
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 12, 2015

EVOKE PHARMA, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36075
(Commission
File Number)

20-8447886
(IRS Employer
Identification No.)

505 Lomas Santa Fe Drive, Suite 270
Solana Beach, California
(Address of Principal Executive Offices)

92075
(Zip Code)

Registrant's telephone number, including area code: (858) 345-1494

(Former Name or Former Address, if Changed Since Last Report.)

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))
-
-

Item 2.02 Results of Operations and Financial Condition.

On November 12, 2015, Evoke Pharma, Inc. issued a press release announcing its financial results for the third quarter ended September 30, 2015. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release issued on November 12, 2015 |

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.

EVOKE PHARMA, INC.

Date: November 12, 2015

By: /s/ Matthew J. D'Onofrio
Name: Matthew J. D'Onofrio
Title: Executive Vice President,
Chief Business Officer and Secretary

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release issued on November 12, 2015 |



Investor Contact:
The Ruth Group
David Burke
Tel: 646-536-7009
dburke@theruthgroup.com

Media Contact:
The Ruth Group
Kirsten Thomas
Tel: 646-536-7014
kthomas@theruthgroup.com

Evoke Pharma Reports Third Quarter 2015 Results

Enhanced financial strength and further progressed trial enrollment

SOLANA BEACH, CA, November 12, 2015 – Evoke Pharma, Inc. (NASDAQ: EVOK), a specialty pharmaceutical company focused on treatments for gastrointestinal (GI) diseases, today announced its financial results for the third quarter ended September 30, 2015.

Dave Gonyer, R.Ph., President and CEO, stated, “This was an exciting quarter for Evoke, as we made further progress on our Phase 3 clinical trial and continued to approach pivotal data for EVK-001 while enhancing our financial position. As announced in late September, we have enrolled 75% of our trial in women with diabetic gastroparesis, which keeps us on track to complete enrollment during the first half of 2016.” Mr. Gonyer continued, “Along with our clinical progress, we have strengthened our financial position and now estimate that we have sufficient cash to operate through October 2016. This was achieved by working closely with our lenders and other financial partners who continue to support and believe in the Company’s long-term success. As we look ahead to 2016, we are excited to have such significant upcoming milestones and look forward to providing our shareholders with updates as we work toward FDA approval of EVK-001.”

Third Quarter 2015 Financial Review

For the third quarter of 2015, net loss was approximately \$2.7 million, or \$(0.42) per share, compared to a net loss of approximately \$3.8 million or \$(0.63) per share, for the three-month period ended September 30, 2014.

Research and development expenses totaled approximately \$1.8 million for the three months ended September 30, 2015, compared to approximately \$3.1 million for the three months ended September 30, 2014. The year-over-year decrease was primarily attributable to conducting most of our previously reported Thorough ECG (TQT) study during the third quarter of 2014.

For the third quarter of 2015, general and administrative expenses were approximately \$820,000, compared with approximately \$733,000 for the third quarter of 2014.

Total operating expenses for the three months ended September 30, 2015 were approximately \$2.7 million, compared to total operating expenses of approximately \$3.8 million for the three months ended September 30, 2014.

As of September 30, 2015, the Company's cash and cash equivalents were approximately \$10.7 million.

Conference Call and Webcast

Evoke will hold a conference call on Thursday, November 12, 2015, at 4:30 p.m. ET to discuss the results. The dial-in numbers are 1-877-407-0789 for domestic callers and 1-201-689-8562 for international callers. The conference ID number for both is 13622849. A live webcast of the conference call will also be available on the investor relations page of the Company's corporate website at www.evokepharma.com.

After the live webcast, the event will remain archived on Evoke's website for one year. In addition, a telephonic replay of the call will be available until November 19, 2015. The replay dial-in numbers are 1-877-870-5176 for domestic callers and 1-858-384-5517 for international callers. Please use event passcode 13622849.

About Evoke Pharma, Inc.

Evoke is a specialty pharmaceutical company focused primarily on the development of drugs to treat GI disorders and diseases. The Company is developing EVK-001, a metoclopramide nasal spray for the relief of symptoms associated with acute and recurrent gastroparesis in women with diabetes mellitus. Diabetic gastroparesis is a GI disorder afflicting millions of sufferers worldwide, in which the stomach takes too long to empty its contents resulting in serious digestive system symptoms. Metoclopramide is the only product currently approved in the United States to treat gastroparesis, and is currently available only in oral and intravenous forms. EVK-001 is a novel formulation of this drug, designed to provide systemic delivery of metoclopramide through intranasal administration. Visit www.EvokePharma.com for more information.

Safe Harbor Statement

Evoke cautions you that statements included in this press release that are not a description of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negatives of these terms or other similar expressions. These statements are based on the company's current beliefs and expectations. These forward-looking statements include statements regarding: the sufficiency of Evoke's cash resources to fund operations through October 2016; the enrollment completion of Evoke's ongoing Phase 3 clinical trial of EVK-001 and the achievement of pivotal data from the trial; and the potential approval of EVK-001 by the FDA. The inclusion of forward-looking statements should not be regarded as a representation by Evoke that any of its plans will be achieved. Actual results may differ from those set forth in this press release due to the risk and uncertainties inherent in Evoke's business, including, without limitation: the inherent risks of clinical development of EVK-001, including continued delays in enrollment and completion of the Phase 3 trial as well as potential delays in any other clinical trials and studies; Evoke is entirely dependent on the success of EVK-001, for which it has commenced a Phase 3 clinical trial and male companion trial, and Evoke cannot be certain that it will be able to obtain regulatory approval for, or successfully commercialize, EVK-001; the results observed in female patients

with symptoms associated with acute and recurrent diabetic gastroparesis in Evoke's Phase 2b clinical trial of EVK-001 may not be predictive of the safety and efficacy results in the Phase 3 clinical trial; Evoke will require substantial additional funding to complete the Phase 3 clinical trial and potentially commercialize EVK-001 as well as to finance additional development requirements, and may be unable to raise capital when needed, including to fund ongoing operations; the potential for adverse safety findings relating to EVK-001 to delay or prevent regulatory approval or commercialization; Evoke may spend its available cash faster than it anticipates; and other risks detailed in Evoke's prior press releases and in the periodic reports it files with the Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Evoke undertakes no obligation to revise or update this press release to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Condensed Balance Sheets

| | September 30, 2015 <u>(Unaudited)</u> | December 31, 2014 <u></u> |
|---|---|---------------------------------|
| Assets | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 10,738,817 | \$ 14,155,809 |
| Prepaid expenses | 935,866 | 931,461 |
| Other current assets | <u>—</u> | <u>137,812</u> |
| Total current assets | 11,674,683 | 15,225,082 |
| Other assets | 7,997 | 7,997 |
| Total assets | <u>\$ 11,682,680</u> | <u>\$ 15,233,079</u> |
| Liabilities and stockholders' equity | | |
| Current Liabilities: | | |
| Accounts payable and accrued expenses | \$ 1,337,570 | \$ 1,011,629 |
| Accrued compensation | 665,548 | 697,245 |
| Other current liabilities | 3,086 | 12,313 |
| Current portion of long-term debt | <u>—</u> | <u>126,806</u> |
| Total current liabilities | 2,006,204 | 1,847,993 |
| Long-term debt, net of current portion | <u>4,368,749</u> | <u>4,196,422</u> |
| Total liabilities | 6,374,953 | 6,044,415 |
| Stockholders' equity: | | |
| Common stock | 709 | 611 |
| Additional paid-in capital | 50,743,478 | 45,127,202 |
| Accumulated deficit | <u>(45,436,460)</u> | <u>(35,939,149)</u> |
| Total stockholders' equity | 5,307,727 | 9,188,664 |
| Total liabilities and stockholders' equity | <u>\$ 11,682,680</u> | <u>\$ 15,233,079</u> |

Evoke Pharma, Inc.

Condensed Statements of Operations
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-----------------------|------------------------------------|------------------------|
| | 2015 | 2014 | 2015 | 2014 |
| Operating expenses: | | | | |
| Research and development | \$ 1,837,743 | \$ 3,088,373 | \$ 6,445,842 | \$ 7,815,466 |
| General and administrative | 819,703 | 732,800 | 2,821,382 | 2,420,167 |
| Total operating expenses | <u>2,657,446</u> | <u>3,821,173</u> | <u>9,267,224</u> | <u>10,235,633</u> |
| Loss from operations | <u>(2,657,446)</u> | <u>(3,821,173)</u> | <u>(9,267,224)</u> | <u>(10,235,633)</u> |
| Other income (expense): | | | | |
| Interest income | 470 | 1,725 | 3,121 | 8,995 |
| Interest expense | (78,424) | (5,906) | (233,208) | (101,240) |
| Total other expense | <u>(77,954)</u> | <u>(4,181)</u> | <u>(230,087)</u> | <u>(92,245)</u> |
| Net loss | <u>\$ (2,735,400)</u> | <u>\$ (3,825,354)</u> | <u>\$ (9,497,311)</u> | <u>\$ (10,327,878)</u> |
| Net loss per common share, basic and diluted | <u>\$ (0.42)</u> | <u>\$ (0.63)</u> | <u>\$ (1.51)</u> | <u>\$ (1.71)</u> |
| Weighted-average shares used to compute basic and diluted net loss per share | <u>6,494,845</u> | <u>6,054,250</u> | <u>6,271,002</u> | <u>6,028,309</u> |