

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>D'Onofrio Matthew J</u> (Last) (First) (Middle) C/O EVOKE PHARMA, INC. 420 STEVENS AVENUE, SUITE 370 (Street) SOLANA BEACH CA 92075 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Evoke Pharma Inc [EVOK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP, Chief Bus. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.07	06/17/2019		D		65,000		(1)	01/27/2026	Common Stock	65,000	(2)	0	D	
Stock Option (Right to Buy)	\$3.04	06/17/2019		D		70,687		(3)	02/04/2026	Common Stock	70,687	(4)	0	D	
Stock Option (Right to Buy)	\$3.04	06/17/2019		D		52,500		(3)	02/04/2026	Common Stock	52,500	(5)	0	D	
Stock Option (Right to Buy)	\$2.36	06/17/2019		D		150,000		(6)	01/24/2027	Common Stock	150,000	(7)	0	D	
Stock Option (Right to Buy)	\$2.43	06/17/2019		D		150,000		(8)	02/06/2028	Common Stock	150,000	(9)	0	D	
Stock Option (Right to Buy)	\$2.94	06/17/2019		D		150,000		(10)	02/05/2029	Common Stock	150,000	(11)	0	D	
Stock Option (Right to Buy)	\$0.62	06/17/2019		A			48,750	(12)	01/27/2026	Common Stock	48,750	\$0.00	48,750	D	
Stock Option (Right to Buy)	\$0.62	06/17/2019		A			53,015	(12)	02/04/2026	Common Stock	53,015	\$0.00	53,015	D	
Stock Option (Right to Buy)	\$0.62	06/17/2019		A			39,375	(12)	02/04/2026	Common Stock	39,375	\$0.00	39,375	D	
Stock Option (Right to Buy)	\$0.62	06/17/2019		A			112,500	(12)	01/24/2017	Common Stock	112,500	\$0.00	112,500	D	
Stock Option (Right to Buy)	\$0.62	06/17/2019		A			112,500	(12)	02/06/2028	Common Stock	112,500	\$0.00	112,500	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.62	06/17/2019		A			112,500	(12)	02/05/2029	Common Stock	112,500	\$0.00	112,500	D	

Explanation of Responses:

- 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, 2016, subject to the reporting person's continued service to the Issuer through each such vesting date.
- On June 17, 2019, the Issuer canceled an option granted on January 28, 2016. In exchange for the canceled option, the reporting person received 48,750 options to purchase common stock.
- The total number of shares of common stock subject to the option vests in 36 equal monthly installments over the three-year period beginning on January 1, 2016, subject to the reporting person's continued service to the Issuer through each such vesting date.
- On June 17, 2019, the Issuer canceled an option granted on February 5, 2016. In exchange for the canceled option, the reporting person received 53,015 options to purchase common stock.
- On June 17, 2019, the Issuer canceled an option granted on February 5, 2016. In exchange for the canceled option, the reporting person received 39,375 options to purchase common stock.
- 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, 2017, subject to the reporting person's continued service to the Issuer through each such vesting date.
- On June 17, 2019, the Issuer canceled an option granted on January 25, 2017. In exchange for the canceled option, the reporting person received 112,500 options to purchase common stock.
- 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 Plan.
- On June 17, 2019, the Issuer canceled an option granted on February 7, 2018. In exchange for the canceled option, the reporting person received 112,500 options to purchase common stock.
- 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, 2019, subject to the reporting person's continued service to the Issuer through each such vesting date.
- On June 17, 2019, the Issuer canceled an option granted on February 6, 2019. In exchange for the canceled option, the reporting person received 112,500 options to purchase common stock.
- 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 June 17, 2019, subject to the reporting person's continued service to the Issuer through each such vesting date.

Remarks:

/s/ Matthew J. D'Onofrio

06/19/2019

** Signature of Reporting Person

Date

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

* 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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