

Evoke Pharma Inc  
Form SC 13G  
February 12, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_\_\_\_)\*

Evoke Pharma, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

30049G104

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1 **NAME OF REPORTING PERSONS**LVP Life Science Ventures III, L.P. ("LVP III")  
 2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  
 (a) (b)  
 3 SEC USE ONLY  
 4 **CITIZENSHIP OR PLACE OF ORGANIZATION**  
 Delaware

NUMBER OF 5 **SOLE VOTING POWER**  
 SHARES 1,054,262 shares, except that LVP GP III, LLC ("GP III"), the general partner of LVP III, may be  
 BENEFICIALLY deemed to have sole power to vote these shares, and Patrick Latterell ("Latterell"), the managing  
 OWNED BY member of GP III, and Kenneth Widder ("Widder"), a member of GP III, may be deemed to have  
 EACH shared power to vote these shares.  
 REPORTING 6 **SHARED VOTING POWER**  
 PERSON See response to row 5.  
 WITH 7 **SOLE DISPOSITIVE POWER**  
 1,054,262 shares, except that GP III, the general partner of LVP III, may be deemed to have sole  
 power to dispose of these shares, and Latterell, the managing member of GP III, and Widder, a  
 member of GP III, may be deemed to have shared power to dispose of these shares.  
 8 **SHARED DISPOSITIVE POWER**  
 See response to row 7.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**  
**REPORTING PERSON**1,054,262

10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)**  
**EXCLUDES CERTAIN SHARES**

11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**  
 17.3%

12 **TYPE OF REPORTING PERSON**PN

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1           **NAME OF REPORTING PERSON** LVP III Associates, L.P. (“Associates”)  
2           **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  
              **(a) (b)**  
3           SEC USE ONLY  
4           **CITIZENSHIP OR PLACE OF ORGANIZATION**  
              Delaware

**NUMBER OF** 5 **SOLE VOTING POWER**  
**SHARES**       52,711 shares, except that GP III, the general partner of Associates, may be deemed to have sole  
**BENEFICIALLY** power to vote these shares, and Latterell, the managing member of GP III, and Widder, a member  
**OWNED BY**     of GP III, may be deemed to have shared power to vote these shares.  
**EACH**  
**REPORTING** 6 **SHARED VOTING POWER**  
**PERSON**       See response to row 5.  
**WITH**         7 **SOLE DISPOSITIVE POWER**  
                  52,711 shares, except that GP III, the general partner of Associates, may be deemed to have sole  
                  power to dispose of these shares, and Latterell, the managing member of GP III, and Widder, a  
                  member of GP III, may be deemed to have shared power to dispose of these shares.  
                  8 **SHARED DISPOSITIVE POWER**  
                  See response to row 7.

9           **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**  
**REPORTING PERSON** 52,711  
10          CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
              EXCLUDES CERTAIN SHARES  
11          **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**  
              0.9%

12          **TYPE OF REPORTING PERSON** PN

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1           **NAME OF REPORTING PERSON**LVP III Partners, L.P. (“Partners”)  
2           **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  
              **(a)** (b)  
3           SEC USE ONLY  
4           **CITIZENSHIP OR PLACE OF ORGANIZATION**  
              Delaware

**NUMBER OF** 5 **SOLE VOTING POWER**  
**SHARES**       26,356 shares, except that GP III, the general partner of Partners, may be deemed to have sole  
**BENEFICIALLY** power to vote these shares, and Latterell, the managing member of GP III, and Widder, a member  
**OWNED BY**     of GP III, may be deemed to have shared power to vote these shares.  
**EACH**           6 **SHARED VOTING POWER**  
**REPORTING**     See response to row 5.  
**PERSON**  
**WITH**           7 **SOLE DISPOSITIVE POWER**  
                    26,356 shares, except that GP III, the general partner of Partners, may be deemed to have sole  
                    power to dispose of these shares, and Latterell, the managing member of GP III, and Widder, a  
                    member of GP III, may be deemed to have shared power to dispose of these shares.  
                    8 **SHARED DISPOSITIVE POWER**  
                    See response to row 7.

9           **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**  
              **REPORTING PERSON**26,356  
10          CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
              EXCLUDES CERTAIN SHARES  
11          **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**  
              0.4%

12          **TYPE OF REPORTING PERSON**PN

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1 **NAME OF REPORTING PERSON** LVP GP III, LLC (“GP III”)  
2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  
(a) (b)  
3 SEC USE ONLY  
4 **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware

**NUMBER OF** 5 **SOLE VOTING POWER**  
**SHARES** 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly  
**BENEFICIALLY** owned by Associates and 26,356 of which are directly owned by Partners. GP III, the general  
**OWNED BY** partner of LVP III, Associates and Partners, may be deemed to have sole power to vote these  
**EACH** shares, and Latterell, the managing member of GP III, and Widder, a member of GP III, may be  
**REPORTING** deemed to have shared power to vote these shares.  
**PERSON** 6 **SHARED VOTING POWER**  
**WITH** See response to row 5.

7 **SOLE DISPOSITIVE POWER**  
1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly  
owned by Associates and 26,356 of which are directly owned by Partners. GP III, the general  
partner of LVP III, Associates and Partners, may be deemed to have sole power to dispose of  
these shares, and Latterell, the managing member of GP III, and Widder, a member of GP III,  
may be deemed to have shared power to dispose of these shares.

8 **SHARED DISPOSITIVE POWER**  
See response to row 7.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**  
**REPORTING PERSON** 1,133,329

10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)**  
**EXCLUDES CERTAIN SHARES**

11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**  
18.5%

12 **TYPE OF REPORTING PERSON** OO

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1 **NAME OF REPORTING PERSON**SLVPMC, LLC ("LVPMC")  
2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  
(a) (b)  
3 SEC USE ONLY  
4 **CITIZENSHIP OR PLACE OF ORGANIZATION**  
Delaware  
5 **SOLE VOTING POWER**  
NUMBER OF SHARES 5,250 shares. Latterell, the manager of LVPMC, may be deemed to have sole power to vote these  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH shares.  
6 **SHARED VOTING POWER**  
See response to row 5.  
7 **SOLE DISPOSITIVE POWER**  
5,250 shares. Latterell, the manager of LVPMC, may be deemed to have shared power to dispose  
of these shares.  
8 **SHARED DISPOSITIVE POWER**  
See response to row 7.  
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**5,250  
10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**  
11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**  
0.1%  
12 **TYPE OF REPORTING PERSON**OO

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1 **NAME OF REPORTING PERSONS**Patrick F. Latterell (“Latterell”)  
 2 **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  
 (a) (b)  
 3 SEC USE ONLY  
 4 **CITIZENSHIP OR PLACE OF ORGANIZATION**  
 United States

**NUMBER OF** 5 **SOLE VOTING POWER**  
**SHARES** 5,250 shares, all of which are directly owned by LVPMC, LLC. Latterell is the manager of  
**BENEFICIALLY** LVPMC, LLC and may be deemed to have sole power to vote those shares.  
**OWNED BY** 6 **SHARED VOTING POWER**  
**EACH** 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly  
**REPORTING** owned by Associates and 26,356 of which are directly owned by Partners. Latterell is the  
**PERSON** managing member of GP III, which is the general partner of LVP III, Associates and Partners.  
**WITH** Latterell may be deemed to have shared power to vote these shares.

7 **SOLE DISPOSITIVE POWER**  
 5,250 shares, all of which are directly owned by LVPMC, LLC. Latterell is the manager of  
 LVPMC, LLC and may be deemed to have sole power to dispose of those shares.

8 **SHARED DISPOSITIVE POWER**  
 1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly  
 owned by Associates and 26,356 of which are directly owned by Partners. Latterell is the  
 managing member of GP III, which is the general partner of LVP III, Associates and Partners.  
 Latterell may be deemed to have shared power to dispose of these shares.

9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**  
**REPORTING PERSON**1,138,579

10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)**  
**EXCLUDES CERTAIN SHARES**

11 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**  
 18.6%

12 **TYPE OF REPORTING PERSON**IN

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1           **NAME OF REPORTING PERSONS**Kenneth J. Widder (“Widder”)  
2           **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  
              **(a)** (b)  
3           SEC USE ONLY  
4           **CITIZENSHIP OR PLACE OF ORGANIZATION**  
              United States  
  
NUMBER OF 5 **SOLE VOTING POWER**  
SHARES       0 shares.  
BENEFICIALLY 6 **SHARED VOTING POWER**  
OWNED BY     1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly  
EACH           owned by Associates and 26,356 of which are directly owned by Partners. Widder is a member  
REPORTING     of GP III, which is the general partner of LVP III, Associates and Partners. Widder may be  
PERSON         deemed to have shared power to vote these shares.  
WITH  
7 **SOLE DISPOSITIVE POWER**  
              0 shares.  
8 **SHARED DISPOSITIVE POWER**  
              1,133,329 shares, of which 1,054,262 are directly owned by LVP III, 52,711 of which are directly  
              owned by Associates and 26,356 of which are directly owned by Partners. Widder is a member  
              of GP III, which is the general partner of LVP III, Associates and Partners. Widder may be  
              deemed to have shared power to dispose of these shares.  
9           **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH**  
              **REPORTING PERSON**1,133,329  
10          CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
              EXCLUDES CERTAIN SHARES  
11          **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**  
              18.5%  
12          **TYPE OF REPORTING PERSON**IN

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**ITEM 1 (A) . NAME OF ISSUER**

Evoke Pharma, Inc. (the "Issuer")

**ITEM 1 (B) . ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

505 Lomas SantaFe Drive, Suite 270

Solana Beach, CA 92075

**ITEM 2 (A) . NAME OF PERSONS FILING**

This Schedule is filed by LVP Life Science Ventures III, L.P., a Delaware limited partnership, LVP III Associates, L.P., a Delaware limited partnership ("Associates"), LVP III Partners, L.P., a Delaware limited partnership ("Partners"), LVP GP III, LLC, a Delaware limited liability company ("GP III"), and Patrick Latterell ("Latterell") and Kenneth Widder ("Widder"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

**ITEM 2 (B) . ADDRESS OF PRINCIPAL OFFICE**

The address for each of the Reporting Persons is:

c/o LVPMC, LLC

455 Market Street, Suite 2220  
San Francisco, CA 94105

**ITEM 2 (C) . CITIZENSHIP**

See Row 4 of cover page for each Reporting Person.

**ITEM 2 (D) . TITLE OF CLASS OF SECURITIES**

Common Stock, \$0.0001 par value

**ITEM 2 (D) CUSIP NUMBER**

30049G104

**ITEM 3 . IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:**

NOT APPLICABLE.

**ITEM 4 . OWNERSHIP**

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

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Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

Percent of Class:

See Row 11 of cover page for each Reporting Person.

Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Under certain circumstances set forth in the limited partnership agreements of LVP III, Associates and Partners and the limited liability company agreement of GP III, the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer owned by each such entity of which they are a partner or member.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY**

Not applicable.

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable

**ITEM 9 . NOTICE OF DISSOLUTION OF GROUP.**

Not applicable

**ITEM 10 . CERTIFICATION.**

Not applicable

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2015

**LVP LIFE SCIENCE VENTURES III, L.P.**

**By** : LVP GP III, LLC

**Its** : General Partner

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVP III ASSOCIATES, L.P.**

**By** : LVP GP III, LLC

**Its** : General Partner

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVP III PARTNERS, L.P.,**

**By** : LVP GP III, LLC

**Its** : General Partner

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVP GP III, LLC**

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVPMC, LLC**

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its**: Manager

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**PATRICK F. LATTERELL**

**By :** /s/ Patrick F. Latterell

**Name :** Patrick F. Latterell

**KENNETH J. WIDDER**

**By :** /s/ Kenneth J. Widder

**Name :** Kenneth J. Widder

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EXHIBIT INDEX

<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>
Exhibit A: Agreement of Joint Filing	14

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 10, 2015

**LVP LIFE SCIENCE VENTURES III, L.P.**

**By** : LVP GP III, LLC

**Its** : General Partner

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVP III ASSOCIATES, L.P.**

**By** : LVP GP III, LLC

**Its** : General Partner

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVP III PARTNERS, L.P.,**

**By** : LVP GP III, LLC

**Its** : General Partner

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVP GP III, LLC**

**By** : /s/ Patrick F. Latterell

**Name** : Patrick F. Latterell

**Its** : Managing Member

**LVPMC, LLC**

**By :** /s/ Patrick F. Latterell

**Name :** Patrick F. Latterell

**Its :** Manager

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**PATRICK F. LATTERELL**

**By :** /s/ Patrick F. Latterell

**Name :** Patrick F. Latterell

**KENNETH J. WIDDER**

**By :** /s/ Kenneth J. Widder

**Name :** Kenneth J. Widder