

KOZIN MARC D  
Form 4  
December 21, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KOZIN MARC D

2. Issuer Name and Ticker or Trading Symbol  
ENDOCYTE INC [ECYT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3000 KENT AVE., SUITE A1-100  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

WEST LAFAYETTE, IN 47906  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
Common Stock	12/21/2018		D	7,800	D \$ 24 (1) 0	D	
Common Stock	12/21/2018		D	3,300	D \$ 24 (2) 0	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

Edgar Filing: KOZIN MARC D - Form 4

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 7.71	12/21/2018		D	20,000	<u>(3)</u> 07/25/2022	Common Stock	20,000
Stock Option (right to buy)	\$ 12.94	12/21/2018		D	14,000	<u>(3)</u> 06/19/2023	Common Stock	14,000
Stock Option (right to buy)	\$ 6.69	12/21/2018		D	14,000	<u>(3)</u> 05/15/2024	Common Stock	14,000
Stock Option (right to buy)	\$ 6.02	12/21/2018		D	13,500	<u>(3)</u> 05/14/2025	Common Stock	13,500
Stock Option (right to buy)	\$ 3.35	12/21/2018		D	13,500	<u>(3)</u> 05/05/2026	Common Stock	13,500
Stock Option (right to buy)	\$ 2.27	12/21/2018		D	19,500	<u>(3)</u> 05/04/2027	Common Stock	19,500
Stock Option (right to buy)	\$ 10.81	12/21/2018		D	19,500	<u>(4)</u> 05/03/2028	Common Stock	19,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOZIN MARC D 3000 KENT AVE., SUITE A1-100		X		

WEST LAFAYETTE, IN 47906

## Signatures

/s/ Michael A. Sherman, Attorney-in-Fact for Marc D. Kozin (power of attorney previously filed)

12/21/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Pursuant to the Agreement and Plan of Merger, dated as of October 17, 2018 (the "Merger Agreement"), by and among Endocyte, Inc. (the "Company"), Novartis AG ("Novartis") and Edinburgh Merger Corporation, a wholly owned subsidiary of Novartis ("Merger Sub"),

(1) at the effective time (the "Effective Time") of the merger of Merger Sub with and into the Company, which Effective Time occurred on December 21, 2018, each share of Company common stock was converted into the right to receive an amount in cash equal to \$24.00, without interest and less any applicable withholding taxes.

This restricted stock unit ("RSU") award provided for vesting and settlement 100% on the business day prior to the Company's annual stockholder meeting following May 3, 2018 in the form of one share of Company common stock for each RSU. Pursuant to the Merger

(2) Agreement, at the Effective Time, each RSU outstanding immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to \$24.00, multiplied by the number of shares of Company common stock subject to such RSU, less any applicable withholding taxes.

This Company stock option was fully vested immediately prior to the Effective Time. Pursuant to the Merger Agreement, at the Effective

(3) Time, each Company stock option that was outstanding immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to the excess of \$24.00 over the exercise price with respect to such stock option, multiplied by the number of shares of Company common stock subject to such stock option, less any applicable withholding taxes.

This Company stock option was scheduled to vest 100% on the business day prior to the Company's annual stockholder meeting following May 3, 2018. Pursuant to the Merger Agreement, at the Effective Time, each Company stock option that was outstanding

(4) immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to the excess of \$24.00 over the exercise price with respect to such stock option, multiplied by the number of shares of Company common stock subject to such stock option, less any applicable withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.