

GODDARD COLIN
Form 4
December 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
GODDARD COLIN

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

WEST LAFAYETTE, IN 47906

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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.

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SEC 1474 (9-02)

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

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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)	\$ 10.37	12/21/2018		D	28,000	⁽³⁾ 11/07/2023	Common Stock	28,000
Stock Option (right to buy)	\$ 6.69	12/21/2018		D	14,000	⁽³⁾ 05/15/2024	Common Stock	14,000
Stock Option (right to buy)	\$ 6.02	12/21/2018		D	13,500	⁽³⁾ 05/14/2025	Common Stock	13,500
Stock Option (right to buy)	\$ 3.35	12/21/2018		D	13,500	⁽³⁾ 05/05/2026	Common Stock	13,500
Stock Option (right to buy)	\$ 2.27	12/21/2018		D	19,500	⁽³⁾ 05/04/2027	Common Stock	19,500
Stock Option (right to buy)	\$ 10.81	12/21/2018		D	19,500	⁽⁴⁾ 05/03/2028	Common Stock	19,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODDARD COLIN 3000 KENT AVE., SUITE A1-100 WEST LAFAYETTE, IN 47906	X			

Signatures

/s/ Beth A. Taylor, Attorney-in-Fact for Colin Goddard (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.

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