

Taylor Beth  
Form 4  
December 21, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Taylor Beth

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP Finance & Chief Acctg Off

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 12/21/2018                              |   | D                                       | V Amount (A) or (D) Price<br>\$ 24<br>(1)                                  | 0  | D  |   |
| Common<br>Stock                       | 12/21/2018                              |   | D                                       | 1,250 D \$ 24<br>(1)   | 0  | I  | By<br>daughter  |
| Common<br>Stock                       | 12/21/2018                              |   | D                                       | 1,875 D \$ 24<br>(2)   | 0  | D  |   |
| Common<br>Stock                       | 12/21/2018                              |   | D                                       | 1,875 D \$ 24<br>(3)   | 0  | D  |   |
| Common<br>Stock                       | 12/21/2018                              |   | D                                       | 7,500 D \$ 24<br>(4)   | 0  | D  |   |

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|              |            |   |        |   |                                   |   |
|--------------|------------|---|--------|---|-----------------------------------|---|
| Common Stock | 12/21/2018 | D | 15,000 | D | \$ <sup>24</sup> <sub>(5)</sub> 0 | D |
| Common Stock | 12/21/2018 | D | 12,500 | D | \$ <sup>24</sup> <sub>(6)</sub> 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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                               |
| Stock Option (right to buy)                | \$ 7.41  | 12/21/2018                           |  | D                              | 23,560  | <sup>(7)</sup> 11/10/2020                                | Common Stock  | 23,560                        |
| Stock Option (right to buy)                | \$ 9.86  | 12/21/2018                           |  | D                              | 9,132   | <sup>(7)</sup> 02/19/2023                                | Common Stock  | 9,132                         |
| Stock Option (right to buy)                | \$ 11.11   | 12/21/2018                           |  | D                              | 10,850  | <sup>(7)</sup> 02/06/2024                                | Common Stock  | 10,850                        |
| Stock Option (right to buy)                | \$ 3.18  | 12/21/2018                           |  | D                              | 3,750   | <sup>(8)</sup> 02/04/2026                                | Common Stock  | 3,750                         |
| Stock Option (right to buy)                | \$ 3.21  | 12/21/2018                           |  | D                              | 12,969  | <sup>(9)</sup> 08/18/2026                                | Common Stock  | 12,969                        |
| Stock Option                               | \$ 2.16  | 12/21/2018                           |  | D                              | 15,000  | <sup>(10)</sup> 02/02/2027                               | Common Stock  | 15,000                        |

(right to  
buy)

Stock

|                             |         |            |   |        |      |            |                 |        |
|-----------------------------|---------|------------|---|--------|------|------------|-----------------|--------|
| Option<br>(right to<br>buy) | \$ 3.01 | 12/21/2018 | D | 25,000 | (11) | 02/08/2028 | Common<br>Stock | 25,000 |
|-----------------------------|---------|------------|---|--------|------|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                    |       |
|---|---------------|-----------|------------------------------------|-------|
|   | Director      | 10% Owner | Officer                            | Other |
| Taylor Beth<br>3000 KENT AVE., SUITE A1-100<br>WEST LAFAYETTE, IN 47906 |               |           | VP Finance<br>& Chief<br>Acctg Off |       |

## Signatures

/s/ Beth A.  
Taylor

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"), 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.

(1) This restricted stock unit ("RSU") award, which originally consisted of 3,750 RSUs and of which 1,875 RSUs had vested and been settled as of immediately prior to the Effective Time, provided for vesting and settlement 1/4 annually over a period of 4 years beginning on February 4, 2017 in the form of one share of Company common stock for each RSU. Pursuant to the Merger 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.

(2) This RSU award, which originally consisted of 3,750 RSUs and of which 1,875 RSUs had vested and been settled as of immediately prior to the Effective Time, provided for vesting and settlement 1/4 annually over a period of 4 years beginning on August 18, 2017 in the form of one share of Company common stock for each RSU. Pursuant to the Merger 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.

(3) This RSU award, which originally consisted of 10,000 RSUs and of which 2,500 RSUs had vested and been settled as of immediately prior to the Effective Time, provided for vesting and settlement 1/4 annually over a period of 4 years beginning on February 2, 2018 in the form of one share of Company common stock for each RSU. Pursuant to the Merger 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.

(4) This RSU award, which originally consisted of 30,000 RSUs and of which 15,000 RSUs had vested and been settled as of immediately prior to the Effective Time, provided for vesting and settlement 1/2 annually over a period of 2 years beginning on October 4, 2018 in the form of one share of Company common stock for each RSU. Pursuant to the Merger 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

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interest, equal to \$24.00, multiplied by the number of shares of Company common stock subject to such RSU, less any applicable withholding taxes.

- (6) This RSU award provided for vesting and settlement 1/4 annually over a period of 4 years beginning on February 8, 2019 in the form of one share of Company common stock for each RSU. Pursuant to the Merger 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.

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

- (8) This Company stock option was scheduled to vest 1/4 annually over a period of 4 years beginning on February 4, 2017. Pursuant to the Merger Agreement, at the Effective 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.

- (9) This Company stock option was scheduled to vest 1/4 annually over a period of 4 years beginning on August 18, 2017. Pursuant to the Merger Agreement, at the Effective 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.

- (10) This Company stock option was scheduled to vest 1/4 annually over a period of 4 years beginning on February 2, 2018. Pursuant to the Merger Agreement, at the Effective 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.

- (11) This Company stock option was scheduled to vest 1/4 annually over a period of 4 years beginning on February 8, 2019. Pursuant to the Merger Agreement, at the Effective 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.

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.