

# **ONCOGENEX PHARMACEUTICALS, INC.**

Reported by  
**CORMACK SCOTT DANIEL**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/15/16 for the Period Ending 06/13/16

Address	19820 NORTH CREEK PARKWAY SUITE 201 BOTHELL, WA 98011
Telephone	425-686-1500
CIK	0000949858
Symbol	OGXI
SIC Code	2835 - In Vitro and In Vivo Diagnostic Substances
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Cormack Scott Daniel</b>  (Last) (First) (Middle)  <b>400-1001 W. BROADWAY</b>  (Street)  <b>VANCOUVER, A1 V6H 4B1</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ONCOGENEX PHARMACEUTICALS, INC. [ OGXI ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/13/2016</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/13/2016		M		9375 <u>(1)</u>	A	\$0.00	134284	D	
Common Stock	6/13/2016		S		4856 <u>(2)</u>	D	\$1.0254 <u>(3)</u>	129428	D	
Common Stock	6/13/2016		M		5000 <u>(1)</u>	A	\$0.00	73743	I	By Spouse

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Restricted Stock Unit (RSU)	<u>(4)</u>	6/13/2016		M		9375		<u>(5)</u>	6/12/2018	Common Stock	9375	\$0.00	18750	D	
Restricted Stock Unit	<u>(4)</u>	6/13/2016		M		5000		<u>(5)</u>	6/12/2018	Common Stock	5000	\$0.00	10000	I	By Spouse

**Explanation of Responses:**

- (1) Represents shares of common stock acquired upon settlement of the restricted stock units ("RSUs") listed in Table II.
- (2) Represents shares of common stock that have been sold by the issuer to satisfy the tax liability in connection with the settlement of RSUs.
- (3) The price reported reflects the weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$1.01 to \$1.045 per share, inclusive. The reporting person hereby undertakes to provide to the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock at settlement.
- (5) Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of (i) each anniversary of June 12, 2014; and (ii) the first day thereafter during which the issuer's trading window is open, subject to the reporting person's provision of service to the issuer on each vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Cormack Scott Daniel</b> <b>400-1001 W. BROADWAY</b> <b>VANCOUVER, A1 V6H 4B1</b>	<b>X</b>		<b>President and CEO</b>	

**Signatures**

**Sandra Thomson as attorney-in-fact for Scott Cormack**

**6/15/2016**

—\*\*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.

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.