

OMB APPROVAL	
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* <u>Heame Michael S</u> (Last) (First) (Middle) C/O ODONATE THERAPEUTICS, INC. 4747 EXECUTIVE DRIVE, SUITE 510 (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/19/2018	3. Issuer Name and Ticker or Trading Symbol <u>Odonate Therapeutics, Inc. [ODT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	591	D	
Common Stock	12,742,338	I ⁽¹⁾	By LP ⁽¹⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(2)	04/13/2028	Common Stock	58	21.65	D
Employee Stock Option (Right to Buy)	(3)	04/30/2028	Common Stock	60	21.08	D
Employee Stock Option (Right to Buy)	(4)	05/15/2028	Common Stock	55	23.17	D
Employee Stock Option (Right to Buy)	(5)	05/31/2028	Common Stock	53	23.99	D
Employee Stock Option (Right to Buy)	(6)	06/15/2028	Common Stock	23	26.52	D
Employee Stock Option (Right to Buy)	(7)	06/29/2028	Common Stock	29	22.08	D
Employee Stock Option (Right to Buy)	(8)	07/13/2028	Common Stock	27	23.95	D
Employee Stock Option (Right to Buy)	(9)	07/31/2028	Common Stock	32	19.77	D
Employee Stock Option (Right to Buy)	(10)	08/15/2028	Common Stock	34	18.74	D
Employee Stock Option (Right to Buy)	(11)	08/31/2028	Common Stock	33	19.19	D
Employee Stock Option (Right to Buy)	(12)	09/14/2028	Common Stock	33	19.13	D
Employee Stock Option (Right to Buy)	(13)	09/28/2028	Common Stock	32	19.41	D
Employee Stock Option (Right to Buy)	(14)	10/15/2028	Common Stock	40	16.09	D
Employee Stock Option (Right to Buy)	(15)	10/31/2028	Common Stock	44	14.5	D
Employee Stock Option (Right to Buy)	(16)	11/15/2028	Common Stock	38	16.52	D

Explanation of Responses:

1. The securities are beneficially owned by Tang Capital Partners, LP ("TCP"). Tang Capital Management, LLC ("TCM") is the general partner of TCP. The shares reported as beneficially owned by TCP include a total of 154,285 shares of common stock that are held of record by Odonate Holdings, LLC ("Holdings"). Holdings has granted a proxy to TCP giving TCP the sole authority to vote such shares. Michael S. Heame is the Chief Financial Officer of Odonate Therapeutics, Inc., as well as Chief Financial Officer of TCM. Mr. Heame has a pecuniary interest in a portion of the shares beneficially held by TCP.

2. The stock options vest with respect to 25% of the underlying shares on 4/13/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
3. The stock options vest with respect to 25% of the underlying shares on 4/30/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
4. The stock options vest with respect to 25% of the underlying shares on 5/15/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
5. The stock options vest with respect to 25% of the underlying shares on 5/31/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
6. The stock options vest with respect to 25% of the underlying shares on 6/15/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
7. The stock options vest with respect to 25% of the underlying shares on 6/29/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
8. The stock options vest with respect to 25% of the underlying shares on 7/13/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
9. The stock options vest with respect to 25% of the underlying shares on 7/31/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
10. The stock options vest with respect to 25% of the underlying shares on 8/15/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
11. The stock options vest with respect to 25% of the underlying shares on 8/31/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
12. The stock options vest with respect to 25% of the underlying shares on 9/14/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
13. The stock options vest with respect to 25% of the underlying shares on 9/28/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
14. The stock options vest with respect to 25% of the underlying shares on 10/15/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
15. The stock options vest with respect to 25% of the underlying shares on 10/31/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
16. The stock options vest with respect to 25% of the underlying shares on 11/15/2019, with the remaining shares vesting in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.

Remarks:

/s/ John G. Lemkey, as
attorney-in-fact for Michael S. 11/29/2018
Heame

** 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 5 (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 Number.

POWER OF ATTORNEY
November 29, 2018

Know all by these presents that the undersigned hereby constitutes and appoints Chase Leavitt and John Lemkey as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Odonate Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned also ratifies hereby any action previously taken by the attorney-in-fact that would have been authorized by this power of attorney if it has been in effect at the time such action was taken. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

/s/ Michael S. Hearne
Name: Michael S. Hearne