

# 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 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

|   |         |          |  |  |  |  |  |  |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>JACOBS CINDY</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>ONCOGENEX PHARMACEUTICALS, INC. [OGXI]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>EVP, CMO</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/10/2017</b>                        |  |  |  |  |  |
| 19820 NORTH CREEK PARKWAY, SUITE 201                            |         |          |  |  |  |  |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)   |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| BOTHELL, WA 98011   |         |          |  |  |  |  |  |  |
| (City) (State) (Zip)  |         |          | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>      |  |  |  |  |  |

| 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 01/10/2017                           |  | M                              |   | 10,312  | A          | \$ 0    | 87,728  | D  |   |
| Common Stock                    | 01/10/2017                           |  | F                              |   | 3,369   | D          | \$ 0.63 | 84,359  | D  |   |

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

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**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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  |                                | (A)   | (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted Stock Unit (RSU)                | (3)  | 01/10/2017                           |  | M                              |   | 2,500 | (4)  | 01/31/2017      | Common Stock  | 2,500                      | \$ 0                                       | 0  | D  |  |
| Restricted Stock Unit (RSU)                | (3)  | 01/10/2017                           |  | M                              |   | 3,125 | (5)  | 04/13/2018      | Common Stock  | 3,125                      | \$ 0                                       | 3,125  | D  |  |
| Restricted Stock Unit (RSU)                | (3)  | 01/10/2017                           |  | M                              |   | 4,687 | (6)  | 06/18/2019      | Common Stock  | 4,687                      | \$ 0                                       | 9,375  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

|  |  |  |          |  |
|--|--|--|----------|--|
| JACOBS CINDY<br>19820 NORTH CREEK PARKWAY, SUITE 201<br>BOTHHELL, WA 98011 |  |  | EVP, CMO |  |
|--|--|--|----------|--|

## Signatures

|   |  |                     |
|---|--|---------------------|
| Sandra Thomson as attorney-in-fact for Cindy Jacobs |  | 01/12/2017          |
| <small>**Signature of Reporting Person</small>      |  | <small>Date</small> |

## 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).
- (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 withheld by the issuer to satisfy the tax liability in connection with the settlement of RSUs.
- (3) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock at settlement.
- (4) 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 January 1, 2013; and (ii) the first day thereafter during which the issuer's trading window is open.
- (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 January 1, 2014; and (ii) the first day thereafter during which the issuer's trading window is open.
- (6) 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 January 1, 2015; and (ii) the first day thereafter during which the issuer's trading window is open.

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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