

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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

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>CDK ASSOCIATES, L.L.C.</u> (Last) (First) (Middle) <u>C/O CAXTON CORPORATION</u> <u>731 ALEXANDER ROAD, BLDG. 2</u> (Street) <u>PRINCETON NJ 08540</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Molecular Templates, Inc. [MTEM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	12/26/2018		P		25,000	A	\$3.45	1,584,241	D ⁽¹⁾		

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>CDK ASSOCIATES, L.L.C.</u> (Last) (First) (Middle) <u>C/O CAXTON CORPORATION</u> <u>731 ALEXANDER ROAD, BLDG. 2</u> (Street) <u>PRINCETON NJ 08540</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
Morenstein Scott D		
(Last)	(First)	(Middle)
C/O CAXTON ALTERNATIVE MANAGEMENT LP		
1330 SIXTH AVENUE, 20TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
CAXTON CORP		
(Last)	(First)	(Middle)
731 ALEXANDER ROAD		
BUILDING 2		
(Street)		
PRINCETON	NJ	08540
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
Kovner Bruce		
(Last)	(First)	(Middle)
C/O CAXTON CORPORATION		
731 ALEXANDER ROAD, BLDG. 2		
(Street)		
PRINCETON	NJ	08540
(City)		
(State)	(Zip)	

Explanation of Responses:

1. These shares are held by CDK Associates, L.L.C. and may be deemed to be beneficially owned by (i) Scott Morenstein, a Managing Director of Caxton Alternative Management LP, the investment manager of CDK Associates, L.L.C., (ii) Caxton Corporation, the manager of CDK Associates, LLC and (iii) Bruce Kovner, the chairman and sole shareholder of Caxton Corporation. Scott Morenstein serves as a director of the Issuer. Caxton Corporation, Bruce Kovner and CDK Associates, L.L.C. may be considered directors by deputization due to their affiliation with Scott Morenstein. Each Reporting Person disclaims beneficial ownership of these shares except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

[CDK Associates, L.L.C., By:](#)
[Caxton Corporation, its](#)
[Manager, By: /s/ Heath](#) 12/28/2018
[Weisberg, General Counsel](#)
[/s/ Scott D. Morenstein](#) 12/28/2018
[Caxton Corporation, By: /s/](#)
[Heath Weisberg, General](#) 12/28/2018
[Counsel](#)
[Bruce Kovner, By: /s/ Heath](#) 12/28/2018
[Weisberg, Attorney-in-Fact](#)
 ** 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 Number.