

INTREXON CORP
Form 4
September 02, 2016

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RANDAL J

(Last) (First) (Middle)

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

(Street)

RADFORD, VA 24141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTREXON CORP [XON]

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/31/2016 | | A | (A) Amount 27,586 (1) | \$ 29 (1) | I | by Third Security (3) |
| Common Stock | 08/31/2016 | | A | (A) Amount 7,923 (2) | \$ 25.24 (2) | I | by R.J. Kirk DOT (3) |
| Common Stock | | | | | 311,287 | I | by Staff 2001 (3) |
| Common Stock | | | | | 1,403 | I | by Lotus (3) |
| Common Stock | | | | | 139,052 | I | by JPK 2008 (3) |

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| | | | |
|--------------|-----------|---|---------------------------------------|
| Common Stock | 140,007 | I | by MGK 2008 ⁽³⁾ |
| Common Stock | 114,181 | I | by ZSK 2008 ⁽³⁾ |
| Common Stock | 720,562 | I | by JPK 2009 ⁽³⁾ |
| Common Stock | 850,355 | I | by MGK 2009 ⁽³⁾ |
| Common Stock | 75,684 | I | by ZSK 2009 ⁽³⁾ |
| Common Stock | 843,044 | I | by JPK 2012 ⁽³⁾ |
| Common Stock | 135,033 | I | by Kellie L. Banks LTT ⁽³⁾ |
| Common Stock | 118,266 | I | by Senior Staff 2006 ⁽³⁾ |
| Common Stock | 59,133 | I | by Staff 2006 ⁽³⁾ |
| Common Stock | 19,711 | I | by Incentive 2006 ⁽³⁾ |
| Common Stock | 6,649,997 | I | by Kapital Joe ⁽⁴⁾ |
| Common Stock | 5,483,957 | I | by Mascara Kaboom ⁽⁴⁾ |
| Common Stock | 58,800 | I | by Sr. Staff ⁽⁴⁾ |
| Common Stock | 179,199 | I | by ADC 2010 ⁽⁴⁾ |
| Common Stock | 940,426 | I | by MGK 2011 ⁽⁴⁾ |
| Common Stock | 1,356,648 | I | by Senior Staff 2008 ⁽⁴⁾ |
| Common Stock | 1,356,648 | I | by Staff 2010 ⁽⁴⁾ |
| Common Stock | 678,323 | I | by Incentive |

| | | | | 2010 ⁽⁴⁾ |
|--------------|--|------------|---|------------------------------------|
| Common Stock | | 22,636,052 | I | by NRM V ⁽⁴⁾ |
| Common Stock | | 13,340,645 | I | by NRM VI Holdings ⁽⁴⁾ |
| Common Stock | | 243,001 | I | by NRM VII Holdings ⁽⁴⁾ |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141 | X | X | Chief Executive Officer | |

Signatures

/s/ Randal J.
Kirk

09/02/2016

__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).

In accordance with the Services Agreement between Intrexon and Third Security, LLC ("Third Security") dated November 1, 2015 for services provided by Third Security to Intrexon Corporation ("Intrexon"), Intrexon shall pay to Third Security, on a monthly basis, such

- (1) number of shares of common stock of Intrexon, rounded down to the nearest whole number, equal to a value of \$800,000. Such value shall be based upon the closing price of the common stock of Intrexon on the NYSE on the 15th calendar day of each month (or, if such date is not a trading day, the most recent trading day prior to such date).

In accordance with the Restricted Stock Unit Agreement dated November 1, 2015 between Intrexon and Randal J. Kirk, each month Mr.

- (2) Kirk will receive that number of shares of Intrexon common stock, rounded down to the nearest whole share, whose fair market value equals \$200,000. The number of shares of Intrexon common stock are to become vested and payable based upon the closing price of the common stock of Intrexon on the NYSE on the last calendar day of each month (or, if such date is not a trading day, the most recent trading day prior to such date). Mr. Kirk has designated the R.J. Kirk Declaration of Trust ("R.J. Kirk DOT") to receive these shares.

Randal J. Kirk controls each of Third Security, R.J. Kirk DOT, Third Security Staff 2001 LLC ("Staff 2001"), Lotus Capital (2000) Company Inc. ("Lotus"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("ZSK 2009"), JPK 2012, LLC ("JPK 2012"), Kellie L. Banks

- (3) (2009) Long Term Trust ("Kellie L. Banks LTT"), Third Security Senior Staff 2006 LLC ("Senior Staff 2006"), Third Security Staff 2006 LLC ("Staff 2006") and Third Security Incentive 2006 LLC ("Incentive 2006"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

Randal J. Kirk controls each of Kapital Joe, LLC ("Kapital Joe"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff LLC ("Sr. Staff"), ADC 2010, LLC ("ADC 2010"), MGK 2011, LLC ("MGK 2011"), Third Security Senior Staff 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), New River

- (4) Management V, LP ("NRM V"), NRM VI Holdings I, LLC ("NRM VI Holdings") and NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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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