

HEAT BIOLOGICS, INC.
Form 3
July 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wolf Jeffrey Alan | | (Month/Day/Year) | HEAT BIOLOGICS, INC. [HTBX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/23/2013 | | |
| C/O 100 EUROPA DRIVE | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer | |
| CHAPEL HILL,Â NCÂ 27517 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 | 695,653 ⁽¹⁾ ₍₂₎ | I | By Orion Holdings V, LLC ⁽³⁾ |
| Common Stock | 536,862 ⁽¹⁾ ₍₂₎ | I | By Seed-One Holdings VI, LLC ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|------------------|--------------|----------------------------|---------------------|-------------------------------------------------|---|
| Options | 12/18/2009 | 12/17/2019 | Common Stock | 10,965 ⁽⁴⁾ | \$ 2.3 | D | Â |
| Options | 12/18/2009 | 12/17/2019 | Common Stock | 108,696 ⁽⁴⁾ | \$ 0.71 | D | Â |
| Series B Preferred Stock | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 1,160 ⁽⁵⁾ | \$ ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wolf Jeffrey Alan C/O 100 EUROPA DRIVE CHAPEL HILL, NC 27517 | Â X | Â X | Â Chief Executive Officer | Â |
| Orion Holdings V, LLC C/O 100 EUROPA DRIVE CHAPEL HILL, NC 27517 | Â | Â X | Â | Â |
| Seed-One Holdings VI, LLC C/O 100 EUROPA DRIVE CHAPEL HILL, NC 27517 | Â | Â X | Â | Â |

Signatures

| | |
|---------------------------------------------------------------|------------|
| /s/ Jeffrey Wolf | 07/23/2013 |
| __Signature of Reporting Person | Date |
| /s/ Jeffrey Wolf, Managing Member Orion Holdings V, LLC | 07/23/2013 |
| __Signature of Reporting Person | Date |
| /s/ Jeffrey Wolf, Managing Member of Seed-One Holdings V, LLC | 07/23/2013 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- Does not include 86,957 shares of common stock beneficially owned by Mr. Wolf's children's trust which Mr. Wolf is not the trustee of.
- (1) Mr. Wolf disclaims beneficial ownership of these shares except to the extent of any pecuniary interest (as defined in Rule 16a - 1(a)(2) promulgated under the Exchange Act) that he may have in such entities.
 - (2) Does not include shares of common stock that will be issued upon consummation of the Company's initial public offering resulting in net proceeds of at least \$15 million in lieu of Series B-2 Preferred Stock that was committed to be purchased upon receipt of certain grant funding and the shares underlying warrants to be issued at such time.
 - (3) Mr. Wolf serves as the managing member. Mr. Wolf is deemed to beneficially own the shares held by such entities as in his role as the managing member he has the control over the voting and disposition of any shares held by these entities.

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(4) Fully Vested.

(5) The Series B Preferred Stock automatically converts into shares of common stock to be issued upon consummation of the Company's initial public offering resulting in net proceeds of at least \$15 million.

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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