

ZIOPHARM ONCOLOGY INC
 Form 4
 July 06, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 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

2. Issuer Name and Ticker or Trading Symbol
**ZIOPHARM ONCOLOGY INC
 [ZIOP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

07/01/2016

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RADFORD, VA 24141

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 122,309 | D | |
| Common Stock | | | | | 3,479,685 | I | by R.J. Kirk DOT <u>(1)</u> |
| Common Stock | | | | | 23,349 | I | by JPK 2008 <u>(1)</u> |
| Common Stock | | | | | 23,504 | I | by MGK 2008 <u>(1)</u> |
| | | | | | 40,954 | I | |

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| | | | |
|--------------|-----------|---|-----------------------------------|
| Common Stock | | | by ZSK 2008 <u>(1)</u> |
| Common Stock | 240 | I | by Lotus <u>(1)</u> |
| Common Stock | 53,245 | I | by Staff 2001 <u>(1)</u> |
| Common Stock | 9,537 | I | by Sr. Staff <u>(1)</u> |
| Common Stock | 337,333 | I | by JPK 2009 <u>(1)</u> |
| Common Stock | 358,386 | I | by MGK 2009 <u>(1)</u> |
| Common Stock | 34,318 | I | by ZSK 2009 <u>(1)</u> |
| Common Stock | 29,066 | I | by ADC 2010 <u>(1)</u> |
| Common Stock | 154,181 | I | by MGK 2011 <u>(1)</u> |
| Common Stock | 138,975 | I | by JPK 2012 <u>(1)</u> |
| Common Stock | 61,262 | I | by Kellie L. Banks LTT <u>(1)</u> |
| Common Stock | 2,359,608 | I | by Kapital Joe <u>(2)</u> |
| Common Stock | 889,513 | I | by Mascara Kaboom <u>(2)</u> |
| Common Stock | 395,791 | I | by Senior Staff 2008 <u>(2)</u> |
| Common Stock | 222,680 | I | by Staff 2010 <u>(2)</u> |
| Common Stock | 111,339 | I | by Incentive 2010 <u>(2)</u> |
| Common Stock | 352,477 | I | by Senior Staff 2007 <u>(2)</u> |
| Common Stock | 176,238 | I | by Staff 2007 <u>(2)</u> |
| Common Stock | 58,746 | I | by Incentive |

| | | | |
|--------------|---------|---|--|
| Common Stock | 173,111 | I | 2007 ⁽²⁾ by Staff 2009 ⁽²⁾ |
| Common Stock | 86,556 | I | by Incentive 2009 ⁽²⁾ |

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

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SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Series 1 Preferred Stock | ⁽³⁾ | 06/30/2016 | | P | 100,000 | ⁽³⁾ ⁽³⁾ | Common Stock | ⁽³⁾ |

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 | | |
| INTREXON CORP C/O LEGAL DEPARTMENT 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876 | | X | | |

Signatures

/s/ Randal J. Kirk 07/06/2016
 __Signature of Reporting Person Date

/s/ Randal J. Kirk, CEO of Intrexon Corporation 07/06/2016
 __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).

Randal J. Kirk controls each of Randal J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), Lotus Capital (2000) Co., Inc. ("Lotus"), Third Security Staff 2001 LLC ("Staff 2001"), Third Security Senior Staff LLC ("Sr. Staff"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("ZSK 2009"), ADC 2010, LLC ("ADC 2010"), MGK 2011, LLC ("MGK 2011"), JPK 2012, LLC ("JPK 2012") and Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"). 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 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), Third Security Senior Staff 2007 LLC ("Senior Staff 2007"), Third Security Staff 2007 LLC ("Staff 2007"), Third Security Incentive 2007 LLC ("Incentive 2007"), Third Security Staff 2009 LLC ("Staff 2009") and Third Security Incentive 2009 LLC ("Incentive 2009"). 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.

Each share of Series 1 Preferred Stock ("Preferred Stock") has a stated value of \$1,200, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other recapitalization with respect to the shares of Preferred Stock. The shares of Preferred Stock shall automatically convert into shares of the issuer's common stock upon the date of commercialization of a product pursuant to the collaboration between Intrexon Corporation ("Intrexon") and the issuer, subject to conversion limitations set forth in the Securities Issuance Agreement entered into between the issuer and Intrexon on June 29, 2016 (the "Issuance Agreement"). The conversion price in connection with such automatic conversion shall be determined as set forth in the Amended and Restated Certificate of Designation, Preferences and Rights of Series 1 Preferred Stock, which the issuer has filed as an exhibit to its Amendment to Current Report on Form 8-K/A, dated July 1, 2016.

On June 29, 2016, the issuer and Intrexon entered into a Third Amendment to Exclusive Channel Partner Agreement dated January 6, 2011, as amended to date and an Amendment to Exclusive Channel Collaboration Agreement dated September 28, 2015 (hereinafter, the "Amendments"). On July 1, 2016 in consideration for the execution and delivery of the Amendments, the issuer issued to Intrexon 100,000 shares of Preferred Stock, pursuant to the terms of the Issuance Agreement.

Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by Intrexon. Shares held by Intrexon may be deemed to be indirectly 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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