

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 *

FW Heat Investors, L.P.
(Last) (First) (Middle)

201 MAIN STREET, SUITE 3100

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/23/2013

3. Issuer Name and Ticker or Trading Symbol
HEAT BIOLOGICS, INC. [HTBX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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)

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

SEC 1473 (7-02)

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 control number.

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 Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

Series B-1 Preferred Stock, par value \$0.0001 per share	03/25/2013	Â (2)	Common Stock, \$0.0002 par value per share	434,936	\$ (1)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FW Heat Investors, L.P. 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	Â	Â X	Â	Â

Signatures

/s/ Jay H. Hebert, Vice President of FW Heat GenPar, LLC, general partner of FW Heat Investors, L.P.

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).

- FW Heat Investors, L.P.'s ("Heat Investors") shares of Series B-1 Preferred Stock, par value \$0.0001 per share (the "Preferred Shares"), will automatically convert upon the consummation of a qualified initial public offering into 434,936 shares of common stock, par value \$0.0002 per share (the "Common Stock"). The voting and disposition of the Preferred Shares are controlled by Heat Investors' general partner, FW Heat GenPar, LLC ("GenPar"). GenPar's voting and disposition is decisions are further controlled by its sole member RMB Holdings, LLC ("Holdings"), Holdings' member Live Oak UAD 3/25/2010 (the "Trust") and the Trusts' trustees, Robert M. Bass and Anne T. Bass. The above conversion amount reflects the reverse stock split effected on May 29, 2013. Each of GenPar, Holdings, the Trust and each of the trustees disclaims his, her or its beneficial ownership except to the extent of his, her or its pecuniary interest.
- (1) partner, FW Heat GenPar, LLC ("GenPar"). GenPar's voting and disposition is decisions are further controlled by its sole member RMB Holdings, LLC ("Holdings"), Holdings' member Live Oak UAD 3/25/2010 (the "Trust") and the Trusts' trustees, Robert M. Bass and Anne T. Bass. The above conversion amount reflects the reverse stock split effected on May 29, 2013. Each of GenPar, Holdings, the Trust and each of the trustees disclaims his, her or its beneficial ownership except to the extent of his, her or its pecuniary interest.
 - (2) The Preferred Shares will not expire but will be automatically converted upon the consummation of a qualified initial public offering, which is a public offering with aggregate net proceeds to the issuer 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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