

KIRK RANDAL J
Form 4
July 06, 2018

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
07/03/2018

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

Chief Executive Officer

(Street)
RADFORD, VA 24141

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

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/03/2018		P		6,357,517 <u>(1)</u>	A	\$ 13.37 <u>(1)</u>	14,140,139	I	by Kapital Joe <u>(2)</u>
Common Stock	07/03/2018		P		1,121,914 <u>(1)</u>	A	\$ 13.37 <u>(1)</u>	15,937,319	I	by R.J. Kirk DOT <u>(2)</u>
Common Stock								1,186,808	I	by Third Security <u>(2)</u>
Common Stock								8,325,000	I	by TSCP V <u>(2)</u>

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Common Stock	311,287	I	by Staff 2001 <u>(2)</u>
Common Stock	1,403	I	by Lotus <u>(2)</u>
Common Stock	139,052	I	by JPK 2008 <u>(2)</u>
Common Stock	140,007	I	by MGK 2008 <u>(2)</u>
Common Stock	114,181	I	by ZSK 2008 <u>(2)</u>
Common Stock	720,562	I	by JPK 2009 <u>(2)</u>
Common Stock	850,355	I	by MGK 2009 <u>(2)</u>
Common Stock	75,684	I	by ZSK 2009 <u>(2)</u>
Common Stock	843,044	I	by JPK 2012 <u>(2)</u>
Common Stock	135,033	I	by Kellie L. Banks LTT <u>(2)</u>
Common Stock	118,266	I	by Senior Staff 2006 <u>(2)</u>
Common Stock	59,133	I	by Staff 2006 <u>(2)</u>
Common Stock	19,711	I	by Incentive 2006 <u>(3)</u>
Common Stock	5,483,957	I	by Mascara Kaboom <u>(3)</u>
Common Stock	58,800	I	by Sr. Staff <u>(3)</u>
Common Stock	213,805	I	by ADC 2010 <u>(3)</u>
Common Stock	940,426	I	by MGK 2011 <u>(3)</u>
Common Stock	1,356,648	I	by Senior Staff 2008 <u>(3)</u>

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Common Stock	1,356,648	I	by Staff 2010 ⁽³⁾
Common Stock	678,323	I	by Incentive 2010 ⁽³⁾
Common Stock	13,340,645	I	by NRM VI Holdings ⁽³⁾
Common Stock	243,001	I	by NRM VII Holdings ⁽³⁾

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 Beneficially Owned Following Reported Transaction (Instr. 5)
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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

07/06/2018

 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).

On June 28, 2018, the issuer entered into a share lending agreement with J.P. Morgan Securities LLC (in such capacity, the "Share Borrower") and JPMorgan Chase Bank, National Association, New York branch (as collateral agent), pursuant to which the issuer agreed to lend 7,479,431 shares (the "Borrowed Shares") of common stock of the issuer, no par value per share, to the Share Borrower. On this

- (1) same date, the issuer entered into an underwriting agreement with the Share Borrower, pursuant to which the Borrowed Shares were offered and sold to the public at a price of \$13.37 per share (the "Offering Price"), the closing price of the issuer's common stock on the New York Stock Exchange on June 28, 2018 (the "Offering"). In the Offering, Kapital Joe, LLC ("Kapital Joe") and R.J. Kirk Declaration of Trust ("R.J. Kirk DOT") purchased all of the Borrowed Shares at the Offering Price. The Offering closed on July 3, 2018.

Randal J. Kirk controls each of Kapital Joe, the R.J. Kirk DOT, Third Security, LLC ("Third Security"), Third Security Capital Partners V, LLC ("TSCP V"), 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 (2009) Long Term Trust ("Kellie L. Banks LTT"), Third Security Senior Staff 2006 LLC ("Senior Staff 2006"), and Third Security Staff 2006 LLC ("Staff 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.

- (3) Randal J. Kirk controls each of Third Security Incentive 2006 LLC ("Incentive 2006"), 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"), 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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