

INTREXON CORP
Form 4
August 15, 2013

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)
08/13/2013

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	08/13/2013		C		96,349 (1) A \$ 0 96,349	I	by JPK 2008 (2)
Common Stock	08/13/2013		C		5,133 (4) A \$ 16 101,482	I	by JPK 2008 (2)
Common Stock	08/13/2013		C		663,644 (1) A \$ 0 663,644	I	by JPK 2009 (2)
Common Stock	08/13/2013		C		35,942 (4) A \$ 16 699,586	I	by JPK 2009 (2)
Common Stock	08/13/2013		C		769,433 (1) A \$ 0 769,433	I	by JPK 2012 (2)

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Common Stock	08/13/2013	C	49,028 (4)	A	\$ 16 818,461	I	by JPK 2012 (2)
Common Stock	08/13/2013	C	72,864 (1)	A	\$ 0 72,864	I	by ZSK 2008 (2)
Common Stock	08/13/2013	C	3,747 (4)	A	\$ 16 76,611	I	by ZSK 2008 (2)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series F Convertible Preferred Stock	(3)	08/13/2013		C		42,794	(3)	(3)	Common Stock	24,45
Series F Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013		C		0 (4)	(4)	(4)	Common Stock (4)	363
Series E Convertible Preferred Stock	(3)	08/13/2013		C		49,980	(3)	(3)	Common Stock	28,56
Series E Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013		C		0 (4)	(4)	(4)	Common Stock (4)	2,275
Series D Convertible Preferred Stock	(3)	08/13/2013		C		75,839	(3)	(3)	Common Stock	43,33

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Series D Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾	Common Stock ⁽⁴⁾	2,495
Series F Convertible Preferred Stock	⁽³⁾	08/13/2013	C	312,890	⁽³⁾	⁽³⁾	Common Stock	178,79
Series F Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾	Common Stock ⁽⁴⁾	2,658
Series E Convertible Preferred Stock	⁽³⁾	08/13/2013	C	422,375	⁽³⁾	⁽³⁾	Common Stock	241,35
Series E Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾	Common Stock ⁽⁴⁾	19,23
Series D Convertible Preferred Stock	⁽³⁾	08/13/2013	C	361,815	⁽³⁾	⁽³⁾	Common Stock	206,75
Series D Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾	Common Stock ⁽⁴⁾	11,90
Series C Convertible Preferred Stock	⁽³⁾	08/13/2013	C	64,300	⁽³⁾	⁽³⁾	Common Stock	36,74
Series C Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾	Common Stock ⁽⁴⁾	2,145
Series F Convertible Preferred Stock	⁽³⁾	08/13/2013	C	128,508	⁽³⁾	⁽³⁾	Common Stock	73,43
	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾		1,091

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Series F Convertible Preferred Stock Dividend								Common Stock ⁽⁴⁾	
Series D Convertible Preferred Stock	<u>(3)</u>	08/13/2013	C	1,108,800	<u>(3)</u>	<u>(3)</u>		Common Stock	633,600
Series D Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>		Common Stock ⁽⁴⁾	44,290
Series C Convertible Preferred Stock	<u>(3)</u>	08/13/2013	C	109,200	<u>(3)</u>	<u>(3)</u>		Common Stock	62,400
Series C Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>		Common Stock ⁽⁴⁾	3,643
Series F Convertible Preferred Stock	<u>(3)</u>	08/13/2013	C	39,492	<u>(3)</u>	<u>(3)</u>		Common Stock	22,560
Series F Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>		Common Stock ⁽⁴⁾	335
Series E Convertible Preferred Stock	<u>(3)</u>	08/13/2013	C	40,968	<u>(3)</u>	<u>(3)</u>		Common Stock	23,410
Series E Convertible Preferred Stock Dividend	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>		Common Stock ⁽⁴⁾	1,865
Series D Convertible Preferred Stock	<u>(3)</u>	08/13/2013	C	47,055	<u>(3)</u>	<u>(3)</u>		Common Stock	26,880
	\$ 16 ⁽⁴⁾	08/13/2013	C	0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>			1,547

Series D
Convertible
Preferred
Stock
Dividend

Common
Stock ⁽⁴⁾

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

08/15/2013

**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).
- (1) The indicated shares represent the number of shares received upon conversion of the Issuer's Convertible Preferred Stock, indicated by Series in Table II.
- (2) Randal J. Kirk controls each of JPK 2008 LLC ("JPK 2008"), JPK 2009 LLC ("JPK 2009"), JPK 2012 LLC ("JPK 2012") and ZSK 2008 LLC ("ZSK 2008"). Shares held by these entities 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.
- (3) Effective upon the closing of the Issuer's firm commitment underwritten initial public offering of its Common Stock, the shares of Convertible Preferred Stock automatically converted at a ratio of 1.75-to-1 into the number of shares of Common Stock shown in column 7. The shares of Convertible Preferred Stock had no expiration date.
- (4) Effective upon the closing of the Issuer's firm commitment underwritten initial public offering all accrued dividends with respect to the shares of Convertible Preferred Stock were converted into shares of Common Stock at the then current fair market value, or \$16.00 per share. Payment for partial shares was issued in the form of a monetary refund by the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.