

KIRK RANDAL J  
Form 4  
May 02, 2019

**FORM 4**

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

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

OMB APPROVAL

OMB  
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(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)  
04/30/2019

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/30/2019		A	Amount (1) 43,887 Price (1) \$ 4.56	16,190,754	I	by R.J. Kirk DOT (4)
Common Stock	05/01/2019		A	Amount (2) (3) 508,617 Price (3) 2.09	2,091,141	I	by Third Security (4)
Common Stock					151,746	I	by JPK 2008 (4)
Common Stock					814,571	I	by JPK 2009 (4)
Common Stock					879,537	I	by JPK 2012 (4)

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Common Stock	138,603	I	by Kellie L. Banks LTT <sup>(4)</sup>
Common Stock	152,701	I	by MGK 2008 <sup>(4)</sup>
Common Stock	941,191	I	by MGK 2009 <sup>(4)</sup>
Common Stock	976,523	I	by MGK 2011 <sup>(4)</sup>
Common Stock	46,212	I	by Sr. Staff 2015 <sup>(4)</sup>
Common Stock	46,212	I	by Staff 2015 <sup>(4)</sup>
Common Stock	124,495	I	by ZSK 2008 <sup>(4)</sup>
Common Stock	83,221	I	by ZSK 2009 <sup>(4)</sup>
Common Stock	14,140,139	I	by Kapital Joe <sup>(4)</sup>
Common Stock	8,325,000	I	by TSCP V <sup>(5)</sup>
Common Stock	311,287	I	by Staff 2001 <sup>(5)</sup>
Common Stock	1,403	I	by Lotus <sup>(5)</sup>
Common Stock	118,266	I	by Senior Staff 2006 <sup>(5)</sup>
Common Stock	59,133	I	by Staff 2006 <sup>(5)</sup>
Common Stock	19,711	I	by Incentive 2006 <sup>(5)</sup>
Common Stock	5,483,957	I	by Mascara Kaboom <sup>(5)</sup>
Common Stock	58,800	I	by Sr. Staff <sup>(5)</sup>
Common Stock	213,805	I	by ADC 2010 <sup>(5)</sup>

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Common Stock	1,356,648	I	by Senior Staff 2008 <u>(5)</u>
Common Stock	1,356,648	I	by Staff 2010 <u>(5)</u>
Common Stock	678,323	I	by Incentive 2010 <u>(5)</u>
Common Stock	13,340,645	I	by NRM VI Holdings <u>(5)</u>
Common Stock	243,001	I	by NRM VII Holdings <u>(5)</u>

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK RANDAL J C/O THIRD SECURITY, LLC	X	X	Chief Executive Officer	

Reporting Owners

1881 GROVE AVENUE  
RADFORD, VA 24141

## Signatures

/s/ Randal J.  
Kirk

05/02/2019

\_\_\_\_\_  
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) In accordance with the Restricted Stock Unit Agreement dated April 1, 2019 between Intrexon Corporation ("Intrexon") and Randal J. Kirk, each month Mr. Kirk will receive that number of shares of Intrexon common stock, rounded down to the nearest whole share, whose fair market value equals \$200,000. The number of shares of Intrexon common stock are to become vested and payable based upon the volume-weighted average of the price of the common stock of Intrexon (as calculated by Bloomberg) over the 30-day period ending on the last calendar day of the month. Mr. Kirk has designated the R.J. Kirk Declaration of Trust ("R.J. Kirk DOT") to receive these shares.

(2) In accordance with the Services Agreement between Intrexon and Third Security, LLC ("Third Security") dated November 1, 2015, as amended by the Fourth Amendment to the Services Agreement dated April 18, 2019 (the "Fourth Amendment"), for services provided by Third Security to Intrexon, Intrexon shall pay to Third Security, on a monthly basis, such number of shares of common stock of Intrexon, rounded down to the nearest whole number, equal to a value of \$800,000. The number of shares issuable to Third Security shall be calculated by dividing \$800,000 by the volume-weighted average of the price of Intrexon's common stock (as calculated by Bloomberg) over the 30-day period ending on the 15th day of the calendar month during which the applicable services are provided.

(3) Pursuant to the Fourth Amendment, on May 1, 2019, Intrexon issued 508,617 shares of common stock to Third Security as consideration for the services provided from January 1, 2019 through April 30, 2019. Such number of shares was calculated on a per month basis using the applicable volume-weighted average of the price: (i) 111,225 shares at price of \$7.19 per share for the month of January 2019; (ii) 99,328 shares at a price of \$8.05 per share for the month of February 2019; (iii) 146,161 shares at a price of \$5.47 per share for the month of March 2019; and (iv) 151,903 shares at a price of \$5.27 per share for the month of April 2019.

(4) Randal J. Kirk controls each of Third Security, R.J. Kirk DOT, JPK 2008, LLC ("JPK 2008"), JPK 2009, LLC ("JPK 2009"), JPK 2012, LLC ("JPK 2012"), Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"), MGK 2008, LLC ("MGK 2008"), MGK 2009, LLC ("MGK 2009"), MGK 2011, LLC ("MGK 2011"), Third Security Senior Staff 2015 LLC ("Sr. Staff 2015"), Third Security Staff 2015 LLC ("Staff 2015"), ZSK 2008, LLC ("ZSK 2008"), ZSK 2009, LLC ("ZSK 2009"), and Kapital Joe, LLC ("Kapital Joe"). 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.

(5) Randal J. Kirk controls each of Third Security Capital Partners V, LLC ("TSCP V"), Third Security Staff 2001 LLC ("Staff 2001"), Lotus Capital (2000) Company Inc. ("Lotus"), Third Security Senior Staff 2006 LLC ("Senior Staff 2006"), and Third Security Staff 2006 LLC ("Staff 2006"), Third Security Incentive 2006 LLC ("Incentive 2006"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff LLC ("Sr. Staff"), ADC 2010, LLC ("ADC 2010"), 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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