

KIRK RANDAL J
Form 4
April 03, 2019

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
Synthetic Biologics, Inc. [SYN]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 (A) or Price (D) | | | |
| Common Stock | 04/01/2019 | | S | | 11,413 (1) | D | \$ 0.67 (1) 92,159 (2) I | by NRM VII Holdings (3) |
| Common Stock | 04/01/2019 | | S | | 30,265 (1) | D | \$ 0.67 (1) 244,402 (2) I | by Intrexon (4) |
| Common Stock | 04/02/2019 | | S | | 3,737 (1) | D | \$ 0.66 (1) 88,422 (2) I | by NRM VII Holdings (3) |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|--------------------------|--------------------|---|--------------------------------|
| Common Stock | 04/02/2019 | S | 9,909 <u>(1)</u> | D | \$ 0.66 <u>(1)</u> | 234,493 <u>(2)</u> | I | by Intrexon <u>(4)</u> |
| Common Stock | 04/03/2019 | S | 26,080 <u>(1)</u> | D | \$ 0.65 <u>(1)</u> | 62,342 <u>(2)</u> | I | by NRM VII Holdings <u>(3)</u> |
| Common Stock | 04/03/2019 | S | 69,161 <u>(1)</u> | D | \$ 0.65 <u>(1)</u> | 165,332 <u>(2)</u> | I | by Intrexon <u>(4)</u> |

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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

Signatures

/s/ Randal J. Kirk 04/03/2019
__Signature of Reporting Person Date

/s/ Randal J. Kirk, CEO of Intrexon Corporation 04/03/2019
__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) Pursuant to a joint selling program, NRM VII Holdings I, LLC ("NRM VII Holdings") and Intrexon Corporation ("Intrexon") sold shares on a pro rata basis.
- (2) The indicated share amount is reflective of a 1:35 reverse stock split effected by the issuer on August 10, 2018.
- (3) Randal J. Kirk controls NRM VII Holdings. Shares held by this entity 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.
- (4) Randal J. Kirk, directly and through certain affiliates, is the largest shareholder of Intrexon and serves as Intrexon's Chairman of the Board and Chief Executive Officer. 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. 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.