

ZIOPHARM ONCOLOGY INC
 Form 4
 June 08, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol
**ZIOPHARM ONCOLOGY INC
 [ZIOP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2015

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

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

(Street)

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

RADFORD, VA 24141

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/04/2015		J(1)		17,830,305 (1)	D	by Intrexon Corporation (2)
Common Stock	06/04/2015		J(1)		3,479,006 (1)	A	by R.J. Kirk DOT (3)
Common Stock	06/04/2015		J(1)		23,349 (1)	A	by JPK 2008 (3)
Common Stock	06/04/2015		J(1)		23,504 (1)	A	by MGK 2008 (3)
	06/04/2015		J(1)		40,954 (1)	A	

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Common Stock								by ZSK 2008 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	240 ⁽¹⁾	A	Ⓣ	240	I	by Lotus ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	53,245 ⁽¹⁾	A	Ⓣ	53,245	I	by Staff 2001 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	9,537 ⁽¹⁾	A	Ⓣ	9,537	I	by Sr. Staff ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	337,333 ⁽¹⁾	A	Ⓣ	337,333	I	by JPK 2009 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	358,386 ⁽¹⁾	A	Ⓣ	358,386	I	by MGK 2009 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	34,318 ⁽¹⁾	A	Ⓣ	34,318	I	by ZSK 2009 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	29,066 ⁽¹⁾	A	Ⓣ	29,066	I	by ADC 2010 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	154,181 ⁽¹⁾	A	Ⓣ	154,181	I	by MGK 2011 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	138,975 ⁽¹⁾	A	Ⓣ	138,975	I	by JPK 2012 ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	61,262 ⁽¹⁾	A	Ⓣ	61,262	I	by Kellie L. Banks LTT ⁽³⁾
Common Stock	06/04/2015	J ⁽¹⁾	1,013,146 ⁽¹⁾	A	Ⓣ	2,359,608	I	by Kapital Joe ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	889,513 ⁽¹⁾	A	Ⓣ	889,513	I	by Mascara Kaboom ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	395,791 ⁽¹⁾	A	Ⓣ	395,791	I	by Senior Staff 2008 ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	222,680 ⁽¹⁾	A	Ⓣ	222,680	I	by Staff 2010 ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	111,339 ⁽¹⁾	A	Ⓣ	111,339	I	by Incentive 2010 ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	352,477 ⁽¹⁾	A	Ⓣ	352,477	I	by Senior Staff 2007 ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	176,238 ⁽¹⁾	A	Ⓣ	176,238	I	by Staff 2007 ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	58,746 ⁽¹⁾	A	Ⓣ	58,746	I	by Incentive 2007 ⁽⁴⁾

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Common Stock	06/04/2015	J ⁽¹⁾	173,111 ⁽¹⁾	A	<u>(1)</u>	173,111	I	by Staff 2009 ⁽⁴⁾
Common Stock	06/04/2015	J ⁽¹⁾	86,556 ⁽¹⁾	A	<u>(1)</u>	86,556	I	by Incentive 2009 ⁽⁴⁾
Common Stock						95,648	D	

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. 5)
				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 1881 GROVE AVENUE RADFORD, VA 24141	X	X		
INTREXON CORP C/O LEGAL DEPARTMENT 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876		X		

Signatures

/s/ Randal J. Kirk, CEO of Intrexon Corporation

06/08/2015

__Signature of Reporting Person

Date

/s/ Randal J. Kirk

06/08/2015

__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) Intrexon Corporation declared a dividend of shares of ZIOPHARM Oncology, Inc. common stock held by it to its holders of record as of June 4, 2015.

Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon Corporation. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by

- (2) Intrexon Corporation. Shares held by Intrexon Corporation 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.

Randal J. Kirk controls each of Randal J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), Lotus Capital (2000) Co., Inc. ("Lotus"), Third Security Staff 2001 LLC ("Staff 2001"), Third Security Senior Staff LLC ("Sr. Staff"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("ZSK

- (3) 2009"), ADC 2010, LLC ("ADC 2010"), MGK 2011, LLC ("MGK 2011"), JPK 2012, LLC ("JPK 2012") and Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"). 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.

Randal J. Kirk controls each of Kapital Joe, LLC ("Kapital Joe"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), Third Security Senior Staff 2007 LLC ("Senior Staff 2007"), Third Security Staff 2007 LLC ("Staff 2007"), Third Security

- (4) Incentive 2007 LLC ("Incentive 2007"), Third Security Staff 2009 LLC ("Staff 2009") and Third Security Incentive 2009 LLC ("Incentive 2009"). 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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