

CAPRICOR THERAPEUTICS, INC.

Form 4

January 28, 2014

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 *
Kazam Joshua A

2. Issuer Name and Ticker or Trading Symbol
CAPRICOR THERAPEUTICS, INC. [CAPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2013

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

C/O TWO RIVER GROUP HOLDINGS, LLC, 689 FIFTH AVENUE, 12TH FLOOR

(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

NEW YORK, NY 10022

(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 (A) or (D) Price			
Common Stock	11/13/2013		J ⁽¹⁾	50 ⁽¹⁾ A <u>(1)</u>	29,113 ⁽⁶⁾	D	
Common Stock	11/20/2013		J ⁽²⁾	1,875 ⁽²⁾ A <u>(2)</u>	30,988 ⁽⁶⁾	D	
Common Stock					12,276 ⁽⁶⁾	I	By Kazam Family Trust
Common Stock					3,310 ⁽⁶⁾	I	By Spouse for Minor Child ⁽³⁾

Common Stock	3,310 ⁽⁶⁾	I	By Kash Family Foundation <u>(4)</u>
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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. Amount or Number of Shares
Warrant (right to buy)	\$ 62.5 ⁽⁷⁾	11/13/2013		H	988 <u>(6)</u>	07/07/2009 07/07/2014	Common Stock	988 <u>(6)</u>
Warrant (right to buy)	\$ 85.5 ⁽⁷⁾	11/13/2013		H	988 <u>(6)</u>	07/07/2009 07/07/2014	Common Stock	988 <u>(6)</u>
Warrant (right to buy)	\$ 114 ⁽⁷⁾	11/13/2013		H	1,976 <u>(6)</u>	07/07/2009 07/07/2014	Common Stock	1,976 <u>(6)</u>
Warrant (right to buy)	\$ 68.75 <u>(7)</u>	11/13/2013		H	633 <u>(6)</u>	07/15/2009 07/15/2019	Common Stock	633 <u>(6)</u>
Warrant (right to buy)	\$ 25 ⁽⁷⁾	11/20/2013		H	1,875 <u>(6)</u>	<u>(5)</u> <u>(5)</u>	Common Stock	1,875 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kazam Joshua A
C/O TWO RIVER GROUP HOLDINGS, LLC X
689 FIFTH AVENUE, 12TH FLOOR
NEW YORK, NY 10022

Signatures

/s/ Linda Marban, as
Attorney-in-Fact 01/27/2014

__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 warrants issued in 2009 were cancelled in exchange for the reported number of shares of Common Stock of the Issuer.
- (2) The warrants issued in 2012 were cancelled in exchange for the reported number of shares of Common Stock of the Issuer.
Held by Reporting Person's spouse as custodian for the benefit of their minor child under the Uniform Gift to Minors Act. The Reporting
- (3) Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- (4) The Reporting Person is the Co-Trustee of the Kash Family Foundation and he and the co-trustee have the ability to vote and dispose of the shares held by the Trust. However, the Reporting Person has no pecuniary interest in the shares held by the Foundation.
The warrants were exercisable for a period of five years beginning on the earlier of (i) the date on which a registration statement under the
- (5) Securities Act of 1933, as amended, covering the shares of common stock issuable upon exercise of the warrants and the subsequent resale of such shares is declared effective by the Securities and Exchange Commission, and (ii) one year and one day after issuance.
- (6) On November 20, 2013, the Issuer effected a 1:50 reverse split of its Common Stock. These numbers reflect the number of shares of Common Stock on a post-reverse stock split basis.
- (7) Represents the exercise price of the warrants as adjusted to reflect the 1:50 reverse stock split that occurred on November 20, 2013.

Remarks:

Exhibit 24 - Power of Attorney

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.