

CAPRICOR THERAPEUTICS, INC.
 Form 4
 March 18, 2016

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 *
 St. John Edward 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)
 2560 LORD BALTIMORE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/16/2016

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

BALTIMORE, MD 21244

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/16/2016 | | P | | 416,666 | A | \$ 2.4 |
| Common Stock | | | | | | | 842,439 |
| Common Stock | | | | | | | 1,556,141 |
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| Common Stock | | | | | | | 842,439 |
| Common Stock | | | | | | | 1,556,141 |
| | | | | | | | D <u>(1) (2)</u> |
| | | | | | | | I By MD BTI, LLC <u>(3)</u> |
| | | | | | | | I By Edward St. John, LLC <u>(4)</u> |
| | | | | | | | I By MD BTI, LLC |

| | | | |
|--------------|---------|------------------|----------------------------------|
| Common Stock | 54,602 | D ⁽⁶⁾ | (5) |
| Common Stock | 324,196 | I | By MD BTI, Inc. <u>(7)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Warrant | \$ 4.5 | 03/16/2016 | | P | 208,333 | 09/17/2016 | 03/16/2019 | Common Stock | 208,333 |
| Warrant | \$ 4.5 | 03/16/2016 | | P | 208,333 | 09/17/2016 | 03/16/2019 | Common Stock | 208,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| St. John Edward A. 2560 LORD BALTIMORE DRIVE BALTIMORE, MD 21244 | | X | | |
| Edward St. John, LLC 2560 LORD BALTIMORE DRIVE BALTIMORE, MD 21244 | | X | | |

Signatures

/s/ Joseph P. Ward,
attorney-in-fact

03/18/2016

 **Signature of Reporting Person

Date

/s/ Joseph P. Ward,
attorney-in-fact

03/18/2016

__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) This Form 4 is filed jointly by Edward A. St. John and Edward St. John, LLC ("St. John LLC"). The shares and warrants reported here are owned directly by St. John LLC.

St. John LLC entered into a Subscription Agreement with Capricor Therapeutics, Inc. (the "Issuer") pursuant to which St. John LLC, on March 16, 2016, purchased an aggregate of 416,666 shares of the Issuer's common stock at a purchase price of \$2.40 per share for an aggregate purchase price of approximately US\$1,000,000. In connection with the purchase of shares, St. John LLC also received a warrant to purchase up to 208,333 shares of the Issuer's common stock at a strike price of \$4.50 per share, exercisable at any time between September 17, 2016 and March 16, 2019.
 - (2) The shares reported here are owned indirectly by St. John LLC.

Mr. St. John is the sole member and general manager of St. John LLC. Accordingly, Mr. St. John is the indirect beneficial owner of the shares and warrants reported here. Mr. St. John disclaims beneficial ownership of these shares and warrants except to the extent of his pecuniary interest in the shares and warrants.
 - (3) The shares reported here are owned indirectly by Mr. St. John.
 - (4) The shares reported here are owned directly by Mr. St. John.
 - (5) The shares reported here are owned directly by Mr. St. John.
 - (6) The shares reported here are owned directly by Mr. St. John.
 - (7) Three shares reported here are owned indirectly by Mr. St. John.

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.