CAPRICOR THERAPEUTICS, INC.

Form 4 March 18, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* Manzo Louis

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol CAPRICOR THERAPEUTICS,

(Check all applicable)

INC. [CAPR]

03/16/2016

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

C/O CAPRICOR THERAPEUTICS. INC., 8840 WILSHIRE BLVD.,

2ND FLOOR

(City)

(Instr. 3)

(Street)

(State)

03/16/2016

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BEVERLY HILLS, CA 90211

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

100,000

5. Amount of Securities Beneficially Owned **Following** Reported (I)

7. Nature of Indirect Ownership Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

638,155

(Instr. 4)

(D) Price Amount

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

128,384 D

> By Coniston  $I^{(2)}$ Corporation

Common Stock

Common

Stock

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

Code V

 $P^{(1)}$ 

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**SEC 1474** (9-02)

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# 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 onDerivative 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 or Number of Shares
Warrants (Right to Buy)	\$ 4.5	03/16/2016		P(1)	50,000	09/17/2016	03/16/2019	Common Stock	50,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Manzo Louis C/O CAPRICOR THERAPEUTICS, INC. 8840 WILSHIRE BLVD., 2ND FLOOR

BEVERLY HILLS, CA 90211

X

## **Signatures**

/s/ Linda Marban, as
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).
- The Reporting Person entered into a Subscription Agreement with Capricor Therapeutics, Inc. (the "Issuer") pursuant to which the Reporting Person, on March 16, 2016, purchased (i) 100,000 shares of the Issuer's common stock at a purchase price of \$2.40 per share, and (ii) warrants to purchase up to an aggregate of 50,000 shares of the Issuer's common stock at a purchase price of \$0.125 per share issuable upon exercise of the warrants, for an aggregate purchase price of approximately \$246,250.
- 638,155 shares of common stock of the Issuer are beneficially owned by Coniston Corporation. The equity securities of Coniston Corporation are held by the Reporting Person and irrevocable trusts for the benefit of the children of the Reporting Person of which the Reporting Person is not the trustee. The Reporting Person has sole voting power over Coniston Corporation and therefore may be deemed to have sole voting and dispositive power with respect to all securities of the Issuer beneficially owned by Coniston Corporation.

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.

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