

HEAT BIOLOGICS, INC.  
 Form 3  
 July 23, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *<br>Â Smith Edward B III<br>(Last) (First) (Middle)<br><br>C/O 100 EUROPA DRIVE<br>(Street)<br><br>CHAPEL HILL,Â NCÂ 27517<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>07/23/2013 | 3. Issuer Name and Ticker or Trading Symbol<br>HEAT BIOLOGICS, INC. [HTBX] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year)<br><br>Date Exercisable    Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title    Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|--|--|

|                          |                  |                  |              |                       |                   |   |   |
|--------------------------|------------------|------------------|--------------|-----------------------|-------------------|---|---|
| Options                  | 11/22/2010       | 11/21/2020       | Common Stock | 5,218 <sup>(1)</sup>  | \$ 0.48           | D | Â |
| Options                  | 04/12/2011       | 04/11/2021       | Common Stock | 16,305 <sup>(2)</sup> | \$ 0.64           | D | Â |
| Options                  | 04/29/2013       | 04/28/2023       | Common Stock | 5,435 <sup>(3)</sup>  | \$ 8.81           | D | Â |
| Series A Preferred Stock | Â <sup>(4)</sup> | Â <sup>(4)</sup> | Common Stock | 697,303               | \$ <sup>(4)</sup> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Smith Edward B III<br>C/O 100 EUROPA DRIVE<br>CHAPEL HILL, NC 27517           | Â X           | Â         | Â       | Â     |
| Brightline Ventures III, LLC<br>C/O 100 EUROPA DRIVE<br>CHAPEL HILL, NC 27517 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Edward B. Smith 07/23/2013  
 \_\_Signature of Reporting Person Date

/s/ Brightline Ventures, LLC by Edward B. Smith 07/23/2013  
 \_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Fully Vested.

1/16th vest on the last day of each calendar quarter following the Vesting Commencement Date, s.t. remaining on the Board of Directors.

(2) Acceleration upon Change of Control. 9,172 shares are currently vested and exercisable. 1,019 shares will vest at the end of each quarter with the last options vesting on March 31, 2015.

(3) No options are currently vested and exercisable shares. 226 shares shall vest and become exercisable ratably over two years with the last options vesting on July 29, 2015.

(4) The Series A Preferred Stock automatically converts into shares of common stock upon the consummation of an initial public offering resulting in at least \$15 million of net proceeds.

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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