

HEAT BIOLOGICS, INC.
Form 4
July 29, 2013

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 *
BRIGHTLINE CAPITAL MANAGEMENT, LLC

(Last) (First) (Middle)

1120 AVENUE OF THE AMERICAS, SUITE 1505

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEAT BIOLOGICS, INC. [HTBX]

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	07/29/2013		C	697,303	A	Ⓛ	697,303	I	See footnote (2)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Series A Preferred	(1)	07/29/2013		C	697,303	(1) (1)	Common Stock	697,303

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRIGHTLINE CAPITAL MANAGEMENT, LLC 1120 AVENUE OF THE AMERICAS SUITE 1505 NEW YORK, NY 10036		X		
Brightline Ventures III, LLC 1120 AVENUE OF THE AMERICAS SUITE 1505 NEW YORK, NY 10036		X		
BRIGHTLINE HEAT, LLC 1120 AVENUE OF THE AMERICAS SUITE 1505 NEW YORK, NY 10036		X		
BRIGHTLINE GP, LLC 1120 AVENUE OF THE AMERICAS SUITE 1505 NEW YORK, NY 10036		X		
Smith Edward B III 1120 AVENUE OF THE AMERICAS SUITE 1505 NEW YORK, NY 10036	X	X		
KHERA, NICK 1120 AVENUE OF THE AMERICAS SUITE 1505 NEW YORK, NY 10036		X		

Signatures

Brightline Capital Management, LLC, By: /s/ Edward B. Smith III, Managing Member

07/29/2013

__Signature of Reporting Person

Date

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Brightline Ventures III, LLC, By: Brightline Heat, LLC, its Managing Member, By: Brightline GP, LLC, its Managing Member, By: /s/ Edward B. Smith III, Managing Member	07/29/2013
__Signature of Reporting Person	Date
Brightline Heat, LLC, By: Brightline GP, LLC, its Managing Member, By: /s/ Edward B. Smith III, Managing Member	07/29/2013
__Signature of Reporting Person	Date
Brightline GP, LLC, By: /s/ Edward B. Smith III, Managing Member	07/29/2013
__Signature of Reporting Person	Date
/s/ Edward B. Smith III	07/29/2013
__Signature of Reporting Person	Date
/s/ Nick Khera	07/29/2013
__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 shares of Series A Convertible Preferred Stock converted to shares of common stock at a conversion rate of .4348 per share.
The securities are held in the account of Brightline Ventures III, LLC and may be deemed to be beneficially owned by (a) Brightline Capital Management, LLC, the investment manager of Brightline Ventures III, LLC, (b) Edward B Smith III, a managing member of
- (2) Brightline Capital Management, LLC and (c) Nick Khera, a managing member of Brightline Capital Management, LLC. Edward B. Smith III and Nick Khera are the managing members of Brightline GP, LLC, which is the managing member of Brightline Heat, LLC. Brightline Heat, LLC is the managing member of Brightline Ventures III, LLC.

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.