

CAPRICOR THERAPEUTICS, INC.

Form 4

January 23, 2015

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)
01/21/2015

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 01/21/2015 | | P | 425,773 A \$ 3.523 | 425,773 | D (1) (2) | |
| Common Stock | | | | | 1,556,141 | I | By MD BTI, LLC (3) |
| Common Stock | 01/21/2015 | | P | 425,773 A \$ 3.523 | 425,773 | I | By Edward St. John, LLC (4) |
| Common Stock | | | | | 1,556,141 | I | By MD BTI, LLC |

| | | | |
|--------------|---------|------------------|----------------------------------|
| Common Stock | 54,602 | D ⁽⁶⁾ | <u>(5)</u> |
| 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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

01/23/2015

__Signature of Reporting Person

Date

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

01/23/2015

__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 reported here are owned directly by St. John LLC.
- St. John LLC entered into a Share Purchase Agreement with Capricor Therapeutics, Inc. (the "Issuer") pursuant to which St. John LLC,
- (2) on January 21, 2015, purchased an aggregate of 425,773 shares of the Issuer's common stock at a purchase price of \$3.5230 per share for an aggregate purchase price of approximately US\$1,500,000.
- (3) 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
- (4) shares reported here. Mr. St. John disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the shares.
- (5) The shares reported here are owned indirectly by Mr. St. John.
- (6) The shares reported here are owned directly by Mr. St. John.
- (7) The 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.

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