

CAPRICOR THERAPEUTICS, INC.

Form 5

February 06, 2017

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Marban Linda

(Last) (First) (Middle)

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

(Street)

BEVERLY HILLS, CA 90211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CAPRICOR THERAPEUTICS, INC. [CAPR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	10/25/2016	^	G	65,000 D \$ 0	208,709	D	^
Common Stock	03/16/2016	^	P ⁽¹⁾	10,152 A \$ 2.4	208,709	D	^
Common Stock	^	^	^	^ ^ ^	3,099,154 ⁽²⁾	I	By spouse.

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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)	Amount or Number of Shares
Warrants (Right to Buy)	\$ 4.5	03/16/2016	Â	P(1)	5,076 Â	09/17/2016 03/16/2019	Common Stock	5,076

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marban Linda C/O CAPRICOR THERAPEUTICS, INC. 8840 WILSHIRE BLVD., 2ND FLOOR BEVERLY HILLS, CA 90211	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Linda Marban 02/06/2017
 **Signature of Date
 Reporting Person

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 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) 10,152 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 5,076 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 \$25,000.

(2) The Reporting Person disclaims beneficial ownership of these securities in that she has no power to vote or to direct the voting of these securities, nor does she have the power to dispose of or to direct the disposition of these securities. This report shall not be deemed a disclaimer of any community interest of the Reporting Person in such securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.