INTREXON CORP

Form 4

August 15, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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OMB APPROVAL

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

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

INTREXON CORP [XON]

(Check all applicable)

(Last)

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

_X__ 10% Owner _X_ Director X_ Officer (give title __ Other (specify

C/O THIRD SECURITY, LLC, 1881 08/13/2013

(Street)

Chief Executive Officer

GROVE AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

RADFORD, VA 24141

(City)	(State) (Zip) Table	e I - Non-D	Perivative Se	curiti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	osed c	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/13/2013		Code V C	Amount 97,252 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 97,252	I	by MGK 2008 (2)
Common Stock	08/13/2013		C	5,185 (4)	A	\$ 16	102,437	I	by MGK 2008 (2)
Common Stock	08/13/2013		C	725,578 (1)	A	\$0	725,578	I	by MGK 2009 (2)
Common Stock	08/13/2013		C	38,628 (4)	A	\$ 16	764,206	I	by MGK 2009 (2)
Common Stock	08/13/2013		C	889,213 (1)	A	\$ 0	889,213	I	by MGK 2011 (2)

Common Stock	08/13/2013	C	51,213 (4)	A	\$ 16 940,426	I	by MGK 2011 (2)
Common Stock	08/13/2013	C	69,959 (1)	A	\$ 0 69,959	I	by ZSK 2009 (2)
Common Stock	08/13/2013	C	3,709 (4)	A	\$ 16 73,668	I	by ZSK 2009 (2)

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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date ties (Month/Day/Year) red (A) or sed of (D)		Underlying Securitie	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Series F Convertible Preferred Stock	(3)	08/13/2013		С	42,794	(3)	(3)	Common Stock	24,453
Series F Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013		С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	363
Series E Convertible Preferred Stock	(3)	08/13/2013		С	49,980	(3)	(3)	Common Stock	28,560
Series E Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013		С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	2,275
Series D Convertible Preferred Stock	(3)	08/13/2013		С	77,419	(3)	(3)	Common Stock	44,239

Series D Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	2,547
Series F Convertible Preferred Stock	(3)	08/13/2013	C	362,286	(3)	(3)	Common Stock	207,020
Series F Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	3,077
Series E Convertible Preferred Stock	(3)	08/13/2013	С	448,185	(3)	(3)	Common Stock	256,105
Series E Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	20,408
Series D Convertible Preferred Stock	<u>(3)</u>	08/13/2013	С	394,995	(3)	<u>(3)</u>	Common Stock	225,711
Series D Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	12,998
Series C Convertible Preferred Stock	(3)	08/13/2013	С	64,300	(3)	(3)	Common Stock	36,742
Series C Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	2,145
Series F Convertible Preferred Stock	(3)	08/13/2013	С	141,588	(3)	(3)	Common Stock	80,907
	\$ 16 (4)	08/13/2013	C	0 (4)	<u>(4)</u>	<u>(4)</u>		1,202

Series F Convertible Preferred Stock Dividend							Common Stock (4)	
Series E Convertible Preferred Stock	<u>(3)</u>	08/13/2013	С	452,537	(3)	(3)	Common Stock	258,592
Series E Convertible Preferred Stock Dividend	\$ 16 <u>(4)</u>	08/13/2013	C	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	12,149
Series D Convertible Preferred Stock	<u>(3)</u>	08/13/2013	C	875,800	(3)	(3)	Common Stock	500,457
Series D Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	34,987
Series C Convertible Preferred Stock	(3)	08/13/2013	С	86,200	(3)	<u>(3)</u>	Common Stock	49,257
Series C Convertible Preferred Stock Dividend	\$ 16 <u>(4)</u>	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	2,875
Series F Convertible Preferred Stock	(3)	08/13/2013	С	33,016	(3)	(3)	Common Stock	18,866
Series F Convertible Preferred Stock Dividend	\$ 16 <u>(4)</u>	08/13/2013	С	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	280
Series E Convertible Preferred Stock	(3)	08/13/2013	С	38,510	(3)	(3)	Common Stock	22,005
	\$ 16 <u>(4)</u>	08/13/2013	C	0 (4)	<u>(4)</u>	<u>(4)</u>		1,753

Series E Convertible Preferred Stock Dividend								Common Stock (4)	
Series D Convertible Preferred Stock	<u>(3)</u>	08/13/2013	C		50,904	(3)	<u>(3)</u>	Common Stock	29,088
Series D Convertible Preferred Stock Dividend	\$ 16 (4)	08/13/2013	C	!	0 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock (4)	1,676

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141	X	X	Chief Executive Officer			

Signatures

/s/ Randal J.

Kirk

**Signature of Reporting Person

O8/15/2013

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 indicated shares represent the number of shares received upon conversion of the Issuer's Convertible Preferred Stock, indicated by Series in Table II.
- Randal J. Kirk controls each of MGK 2008 LLC ("MGK 2008"), MGK 2009 LLC ("MGK 2009"), MGK 2011 LLC ("MGK 2011") and ZSK 2009 LLC ("ZSK 2008"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Effective upon the closing of the Issuer's firm commitment underwritten initial public offering of its Common Stock, the shares of

 (3) Convertible Preferred Stock automatically converted at a ratio of 1.75-to-1 into the number of shares of Common Stock shown in column

 7. The shares of Convertible Preferred Stock had no expiration date.
- Effective upon the closing of the Issuer's firm commitment underwritten initial public offering all accrued dividends with respect to the shares of Convertible Preferred Stock were converted into shares of Common Stock at the then current fair market value, or \$16.00 per share. Payment for partial shares was issued in the form of a monetary refund by the Issuer.

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