

Synthetic Biologics, Inc.  
Form 4  
September 04, 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 \*  
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol  
Synthetic Biologics, Inc. [SYN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
09/02/2015

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
RADFORD, VA 24141

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 09/02/2015                           |  | P                              | V<br>Amount<br>937,500<br>(1)                                     | (A)<br>or<br>(D)<br>Price<br>\$<br>3.2  | 9,613,268  | I<br><br>by Intrexon (2)                              |
| Common Stock                    |                                      |  |                                |   | 3,625,000   | I  | by NRM VII Holdings (3)                               |

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

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SEC 1474 (9-02)

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**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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KIRK RANDAL J<br>C/O THIRD SECURITY, LLC<br>1881 GROVE AVENUE<br>RADFORD, VA 24141            |               | X         |         |       |
| INTREXON CORP<br>C/O LEGAL DEPARTMENT<br>20374 SENECA MEADOWS PARKWAY<br>GERMANTOWN, MD 20876 |               | X         |         |       |

## Signatures

/s/ Randal J. Kirk 09/04/2015

\*\*Signature of Reporting Person Date

/s/ Randal J. Kirk , CEO Intrexon Corporation 09/04/2015

\*\*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).

- On September 2, 2015 and pursuant to a Stock Issuance Agreement between the issuer and Intrexon Corporation ("Intrexon") dated August 10, 2015, the issuer issued 937,500 shares of its Common Stock to Intrexon in consideration for the execution and delivery of an Exclusive Channel Collaboration Agreement dated August 10, 2015 between the issuer and Intrexon.
- (1) August 10, 2015, the issuer issued 937,500 shares of its Common Stock to Intrexon in consideration for the execution and delivery of an Exclusive Channel Collaboration Agreement dated August 10, 2015 between the issuer and Intrexon.
  - (2) Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by Intrexon. Shares held by Intrexon 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

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pecuniary interest therein.

- Randal J. Kirk controls NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by this entity may be deemed to be indirectly
- (3) 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.

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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