

Humeau Laurent
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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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 *
Humeau Laurent

2. Issuer Name and Ticker or Trading Symbol
INOVIO PHARMACEUTICALS, INC. [INO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

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

C/O INOVIO
PHARMACEUTICALS, INC., 6769
MESA RIDGE RD.

(Street)

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

SAN DIEGO, CA 92121

(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 Ownership (Instr. 4)		
			Code	V	Amount or Price (A) or (D)				
Common Stock	03/09/2019		M		2,666	A	①	24,867	D
Common Stock	03/09/2019		F ⁽²⁾		898	D	\$ 3.34	23,969	D
Common Stock	03/10/2019		M		2,812	A	③	26,781	D
Common Stock	03/10/2019		F ⁽⁴⁾		948	D	\$ 3.34	25,833	D

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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 Underlying Security (Instr. 3 and 4)
					Code	V	(A)		
Restricted Stock Unit	<u>(1)</u>	03/09/2019		M		2,666	<u>(1)</u> 03/08/2029 <u>(1)</u>	Common Stock	
Restricted Stock Unit	<u>(3)</u>	03/10/2019		M		2,812	<u>(3)</u> 03/10/2027 <u>(3)</u>	Common Stock	
Common Stock Option	\$ 3.34	03/08/2019		A	93,200		03/08/2019 <u>(5)</u> 03/08/2029	Common Stock	
Restricted Stock Unit	<u>(6)</u>	03/08/2019		A	59,700		<u>(6)</u> 03/08/2029 <u>(6)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Humeau Laurent C/O INOVIO PHARMACEUTICALS, INC. 6769 MESA RIDGE RD. SAN DIEGO, CA 92121			Chief Scientific Officer	

Signatures

/s/ Laurent
Humeau

03/12/2019

**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).

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- (1) Each restricted stock unit represents a contingent right to receive one share of common stock. The 2,666 restricted stock units vested on March 9, 2019.
- (2) The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of the restricted stock unit award reported in footnote (1) herein.

Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 5,624
- (3) restricted stock units is as follows: 2,812 shares vested on March 10, 2019; 2,812 shares will vest on March 10, 2020. Vested restricted stock units can be settled in shares of common stock, cash or a combination of both.
- (4) The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of the restricted stock unit award reported in footnote (3) herein.
- (5) The vesting schedule for the 93,200 options is as follows: 23,300 shares vested on March 8, 2019; 23,300 shares will vest on March 8, 2020; 23,300 shares will vest on March 8, 2021; 23,300 shares will vest on March 8, 2022.

Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 59,700
- (6) restricted stock units is as follows: 19,900 shares will vest on March 8, 2020; 19,900 shares will vest on March 8, 2021; 19,900 shares will vest on March 10, 2022. Vested restricted stock units can be settled in shares of common stock, cash or a combination of both.

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.