

HEAT BIOLOGICS, INC.

Form 3

July 23, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â MONAHAN JOHN J

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/23/2013

3. Issuer Name **and** Ticker or Trading Symbol
HEAT BIOLOGICS, INC. [HTBX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

C/O 100 EUROPA DRIVE

(Street)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

CHAPEL HILL,Â NCÂ 27517

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

0 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Options	09/02/2010	09/01/2020	Common Stock	7,392 ⁽²⁾	\$ 0.48	D	Â
Options	04/12/2011	04/11/2021	Common Stock	21,740 ⁽³⁾	\$ 0.64	D	Â
Options	04/29/2013	04/29/2023	Common Stock	5,435 ⁽⁴⁾	\$ 8.81	D	Â
Series B Preferred Stock	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	1,160 ⁽⁵⁾	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONAHAN JOHN J C/O 100 EUROPA DRIVE CHAPEL HILL, NC 27517	Â X	Â	Â	Â

Signatures

/s/ John Monahan 07/23/2013

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Does not include shares of common stock that will be issued upon consummation of the Company's initial public offering resulting in net proceeds of at least \$15 million in lieu of Series B-2 Preferred Stock that was committed to be purchased upon receipt of certain grant funding and the shares underlying warrants to be issued at such time.
- (1) Fully Vested.
 - (2) This option is currently vested and exercisable as to 12,229 shares. 1,359 shares vest and become exercisable at the end of each quarter with the last options vesting on March 31, 2015.
 - (3) No options are currently vested and exercisable shares. 226 shares shall vest and become exercisable ratably over two years with the last options vesting on July 29, 2015.
 - (4) The Series B Preferred Stock automatically converts into shares of common stock to be issued upon consummation of the Company's initial public offering resulting in net proceeds of at least \$15 million.
 - (5)

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.