Common Stock

Common Stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

by Staff

2006(3)

Incentive 2006(4)

by

Ι

59,133

19,711

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

instruction 1(b).		riieu		Section 30(h) of the					1934		<u></u>		
1. Name and Address of Reporting Per KIRK RANDAL J	2. Issuer Name and Ticker or Trading Symbol INTREXON CORP [XON]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner V Officer (give title Other (specify					
(Last) (First) C/O THIRD SECURITY, LLC 1881 GROVE AVENUE	(Middle)		Date of Earliest Tran 30/2018	nsaction	(Mon	ith/Day/Year)			X	Chief Exe	belo ecutive Office	ow)
(Street) RADFORD VA (City) (State)	24141 (Zip)		4. 11	f Amendment, Date	of Orig	inal Fi	iled (Month/Da	y/Year)		6. Inc Line)		ne Reporting Pe	erson
7	Table I - I	Non-Deriva	tive	Securities Ac	cquire	ed, D	isposed o	f, or B	enefic	cially	/ Owned		
1. Title of Security (Instr. 3) 2. Tran Date (Monti			n	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired Disposed Of (D) (Instr.		(A) or 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)		(
Common Stock	03/30/201	18		A		47,505(1)	A	\$16.	84(1)	1,047,117	I	by Third Security ⁽³⁾	
Common Stock	03/30/2018			A		13,046 ⁽²⁾	A	\$15	33 ⁽²⁾	14,777,995	I	by R.J. Kirk DOT ⁽³⁾	
Common Stock											7,782,622	I	by Kapital Joe ⁽³⁾
Common Stock											8,325,000	I	by TSCP V ⁽³⁾
Common Stock											311,287	I	by Staff 2001 ⁽³⁾
Common Stock											1,403	I	by Lotus ⁽³⁾
Common Stock											139,052	I	by JPK 2008 ⁽³⁾
Common Stock											140,007	I	by MGK 2008 ⁽³⁾
Common Stock											114,181	I	by ZSK 2008 ⁽³⁾
Common Stock											720,562	I	by JPK 2009 ⁽³⁾
Common Stock											850,355	I	by MGK 2009 ⁽³⁾
Common Stock											75,684	I	by ZSK 2009 ⁽³⁾
Common Stock											843,044	I	by JPK 2012 ⁽³⁾
Common Stock											135,033	I	by Kellie L. Banks LTT ⁽³⁾
Common Stock											118,266	I	by Senior Staff 2006 ⁽³⁾

1. Title of Security (Instr. 3)			Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		nsaction e (Instr.	4. Securities Disposed Of			Securit Benefic Owned	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
							Cod	e V	Amount	(A) or (D)	Price	Transa (Instr. 3	ction(s)		(Instr. 4)
Common	Stock											5,4	83,957	I	by Mascara Kaboom ⁽⁴
Common	Stock											58	3,800	I	by Sr. Staff ⁽⁴⁾
Common	Stock											21	3,805	I	by ADC 2010 ⁽⁴⁾
Common	Stock											94	0,426	I	by MGK 2011 ⁽⁴⁾
Common	Stock											1,3	56,648	I	by Senior Staff 2008 ⁽⁴⁾
Common	Stock											1,3	56,648	I	by Staff 2010 ⁽⁴⁾
Common	Stock											67	8,323	I	by Incentive 2010 ⁽⁴⁾
Common Stock											13,3	340,645	I	by NRM VI Holdings ⁽	
Common Stock											24	3,001	I	by NRM VII Holdings ⁽⁴	
		Ta	ıble II - Deriv (e.g.,						posed of, convertib			Owned			
Derivative Conversion Date Execusive Or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year	emed 4. Transaction Code (Instr.		5. Number of Expiration I (Month/Day) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownershi tt (Instr. 4)		
						(A) (r	Da	te ercisable	Expiration	Title	Amount or Number of Shares				

Explanation of Responses:

1. In accordance with the Services Agreement between Intrexon and Third Security, LLC ("Third Security") dated November 1, 2015 for services provided by Third Security to Intrexon Corporation ("Intrexon"), Intrexon shall pay to Third Security, on a monthly basis, such number of shares of common stock of Intrexon, rounded down to the nearest whole number, equal to a value of \$800,000. Such value shall be based upon the closing price of the common stock of Intrexon on the NYSE on the 15th calendar day of each month (or, if such date is not a trading day, the most recent trading day prior to such date).

- 2. In accordance with the Restricted Stock Unit Agreement dated November 1, 2015 between Intrexon and Randal J. Kirk, each month Mr. Kirk will receive that number of shares of Intrexon common stock, rounded down to the nearest whole share, whose fair market value equals \$200,000. The number of shares of Intrexon common stock are to become vested and payable based upon the closing price of the common stock of Intrexon on the NYSE on the last calendar day of each month (or, if such date is not a trading day, the most recent trading day prior to such date). Mr. Kirk has designated the R.J. Kirk Delaration of Trust ("R.J. Kirk DOT") to receive these shares.
- 3. Randal J. Kirk controls each of Third Security, the R.J. Kirk DOT, Kapital Joe, LLC ("Kapital Joe"), Third Security Capital Partners V, LLC ("TSCP V"), Third Security Staff 2001 LLC ("Staff 2001"), Lotus Capital (2000) Company Inc. ("Lotus"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("JPK 2012"), Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"), Third Security Senior Staff 2006 LLC ("Senior Staff 2006"), and Third Security Staff 2006 LLC ("Staff 2006"). Shares held by these entities may be deemed to be 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.
- 4. Randal J. Kirk controls each of Third Security Incentive 2006 LLC ("Incentive 2006"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff LLC ("Sr. Staff"), ADC 2010, LLC ("ADC 2010"), MGK 2011, LLC ("MGK 2011"), Third Security Senior Staff 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), NRM VI Holdings I, LLC ("NRM VI Holdings") and NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by these entities may be deemed to be 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.

/s/ Randal J. Kirk

04/03/2018

** Signature of Reporting Person

of Shares

Date

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

- * 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).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.