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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 19, 2018

INTREXON CORPORATION
(Exact Name of Registrant as Specified in Charter)

Virginia
(State or Other Jurisdiction
of Incorporation)

001-36042
(Commission
File Number)

26-0084895
(I.R.S. Employer
Identification No.)

20374 Seneca Meadows Parkway, Germantown, Maryland 20876
(Address of Principal Executive Offices) (Zip Code)

(301) 556-9900
(Registrant's Telephone Number, including area code)

N/A
(Former Name or Former Address, if change since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

Securities Purchase, Assignment and Assumption Agreement

On December 19, 2018, Intrexon Corporation (the “**Company**”) entered into a Securities Purchase, Assignment and Assumption Agreement (the “**Purchase Agreement**”) with ARES TRADING S.A. (“**ARES**”) and Precigen, Inc., a wholly-owned subsidiary of the Company (“**Precigen**”), pursuant to which the Company will, at closing, assume all of ARES’ rights and obligations under that certain License and Collaboration Agreement, dated March 27, 2015, by and between ARES, Precigen and ZIOPHARM Oncology, Inc. (the “**Collaboration Agreement**”).

As consideration for the assignment of ARES’s rights and obligations under the Collaboration Agreement, the Company will issue and sell a number of shares (the “**Shares**”) of its common stock, no par value per share (the “**Common Stock**”), with a value equal to \$150,000,000, calculated based on the volume weighted-average price of the Common Stock on the Nasdaq Stock Market for the consecutive ten trading day period ending on the trading day prior to the closing date as reported by Bloomberg, L.P. In connection with the Purchase Agreement, at the closing, the Company and Precigen will also issue and sell to ARES a convertible note (the “**Convertible Note**”), which is convertible into Common Stock or, in the event of certain qualified financings by Precigen, common stock or other equity securities of Precigen (the “**Convertible Note Shares**”). In the event that the Shares and the Convertible Note Shares, in the aggregate, exceeds 19.99% of the outstanding shares of Common Stock as of the date of the Purchase Agreement, the Company has agreed to seek shareholder approval for the issuance of the Shares and the Convertible Note Shares in excess of such thresholds. If the Company is unable to obtain such shareholder consent, the Company has agreed to pay to ARES an amount in cash equal to the value of the shares of Common Stock that would have been issuable to ARES, but for the limitations described above, as calculated pursuant to the terms of the Purchase Agreement.

Pursuant to the Purchase Agreement, ARES agreed to a lock-up period of 180 days, commencing on the date of issuance of the Shares or Convertible Note Shares, if any (the “**Lock-Up Period**”). During the Lock-Up Period, ARES must refrain from selling, offering for sale or otherwise transferring any of the Shares or the Convertible Note Shares, if any, subject to customary restrictions.

The Purchase Agreement includes certain customary representations and warranties and both the Company and Precigen have agreed to customary covenants and obligations, including obligations to prepare and file a resale registration statement to enable the resale by ARES of the Shares and the Convertible Note Shares, if any.

The Company has agreed to pay ARES a royalty of 10% of the net sales derived from two specified CAR-T products by the Company, Precigen or any of their respective Affiliates. In addition, the Company has agreed to pay ARES a royalty of 10% of any fees received by the Company, Precigen or any of their respective affiliates as consideration for the sublicensing of any intellectual property rights relating to those two CAR-T products. The Company and Precigen have agreed to commit at least \$25,000,000, the amount of the Convertible Note, to the advancement of Precigen therapeutic programs.

The transactions contemplated by the Purchase Agreement are expected to close as soon as December 28, 2018 and are subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and other customary closing conditions. Each party may terminate the Purchase Agreement upon the material breach of the other party prior to the closing or if the transactions contemplated by the Purchase Agreement have not closed by March 31, 2019.

The material terms of the Collaboration Agreement are disclosed on Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 2, 2015, which descriptions are incorporated by herein by reference.

Convertible Note

The Convertible Note will have an original principal amount of \$25,000,000. The Convertible Note will accrue interest at a rate of 5% per annum and mature 30 months following the closing date, unless earlier redeemed or converted in accordance with its terms. Under the terms of the Convertible Note, ARES will have the right to convert, at any time, all or any part of the outstanding principal amount into shares of Common Stock, subject to limited exceptions. ARES will also have the right to convert all or any part of the outstanding principal amount and accrued interest into common stock or other equity securities of Precigen in the event of certain qualified financings by Precigen. In the event the Convertible Note converts into Common Stock, no interest will be payable.

Any outstanding principal amount under the Convertible Note will automatically convert into shares of Common Stock on the first trading day following the date that is the second anniversary of the issuance of the Convertible Note.

The Convertible Note will not be secured. The Convertible Note will contain certain customary representations and warranties and customary covenants and obligations. The Convertible Note also will contain customary events of default upon the occurrence of which all obligations under Convertible Note may be declared immediately due and payable.

The foregoing descriptions of the Convertible Note and Purchase Agreement are only summaries and are qualified in their entirety by reference to the full text of the Convertible Note and Purchase Agreement, respectively, copies of which will be filed as exhibits to the Company's Annual Report on Form 10-K for its fiscal year ending December 31, 2018, with portions omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

Item 3.02 Unregistered Sales of Equity Securities.

The information required by this Item 3.02 is included under Item 1.01 of this Current Report on Form 8-K and is incorporated herein by reference. The issuance and sale of the Shares, the Convertible Note and the Convertible Note Shares, if any, by the Company to ARES was made without registration under the Securities Act of 1933, as amended (the "Act"), in reliance on the exemptions provided by Section 4(a)(2) of the Act and Regulation D promulgated thereunder.

Item 7.01 Regulation FD Disclosure.

On December 20, 2018, the Company issued a press release announcing the execution of the Purchase Agreement, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 20, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 20, 2018

Intrexon Corporation

By: /s/ Donald P. Lehr
Donald P. Lehr
Chief Legal Officer



Intrexon and Merck KGaA, Darmstadt, Germany, Announce Agreement Realizing Precigen's Vision for Full Developmental Autonomy of its CAR-T Program

- Merck KGaA, Darmstadt, Germany, to assign its Chimeric Antigen Receptor T-cell (CAR-T) rights to Intrexon
- Intrexon to issue Merck KGaA, Darmstadt, Germany, \$150 million in Intrexon stock and a \$25 million convertible note, and Intrexon to receive a \$25 million cash investment

Germantown, Maryland, December 20, 2018 – Intrexon Corporation (NASDAQ: XON), a leader in the engineering and industrialization of biology to improve the quality of life and health of the planet, and its wholly-owned subsidiary Precigen, a biopharmaceutical company specializing in the development of innovative gene and cellular therapies to improve the lives of patients, today announced Intrexon has assumed its agreement with Merck KGaA, Darmstadt, Germany, a leading science and technology company, through its wholly-owned subsidiary Ares Trading, for the development of Chimeric Antigen Receptor T-cell (CAR-T) therapies, which are genetically engineered t-cells with synthetic receptors that recognize a specific antigen expressed on tumor cells. Upon closing, the agreement will enable Precigen's complete autonomy of its CAR-T program and allow Merck KGaA, Darmstadt, Germany, to maintain an investment in the future potential of next generation CAR-T development.

Under the terms of the agreement, Merck KGaA, Darmstadt, Germany, will assign its exclusive CAR-T development rights to Intrexon, allowing Precigen to continue autonomous development of its proprietary CAR-T technology platform. Merck KGaA, Darmstadt, Germany will receive \$150 million in Intrexon stock in exchange for assigning its CAR-T rights.

“Strategically for Precigen, this evolution supports our vision and transition from an exclusive channel collaboration model to an agile R&D engine with full developmental autonomy over our portfolio of assets,” said Helen Sabzevari, PhD, President of Precigen. “We look forward to continued development of these promising CAR-T assets with the goal of delivering more cost-effective and precise therapies to patients in need.”

Merck KGaA, Darmstadt, Germany, and Intrexon first entered into a collaboration and license agreement in 2015 to develop and commercialize CAR-T cancer therapies utilizing Intrexon's proprietary RheoSwitch Therapeutic System® and its Sleeping Beauty non-viral gene integration technology. The combination of these platforms enables regulation of gene expression and delivery with a non-viral approach, and preclinical data indicate the potential to improve therapeutic safety and facilitate shortened manufacturing to improve time to treatment.

“Merck KGaA, Darmstadt, Germany, is excited to maintain its interest in the potential of CAR-T technology, which may offer significant future benefits to patients fighting cancer,” said Belén Garijo, Member of the Executive Board and CEO Healthcare, Merck KGaA, Darmstadt, Germany. “The agreement is also illustrative of our efforts to enhance our focus on accelerating the delivery of our innovative clinical pipeline to patients.”

In addition to receiving \$150 million of Intrexon common stock, this agreement also includes a further \$25 million investment in Intrexon. In return, Merck KGaA, Darmstadt, Germany, will receive a \$25 million convertible note, providing the option to receive either Precigen or Intrexon stock. The closing of the transactions contemplated by the agreement is subject to customary closing conditions, including the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act.

About Intrexon Corporation

Intrexon Corporation (NASDAQ: XON) is Powering the Bioindustrial Revolution with Better DNA™ to create biologically-based products that improve the quality of life and the health of the planet. Intrexon's integrated technology suite provides its partners across diverse markets with industrial-scale design and development of complex biological systems delivering unprecedented control, quality, function, and performance of living cells. We call our synthetic biology approach Better DNA®, and we invite you to discover more at www.dna.com or follow us on Twitter at [@Intrexon](https://twitter.com/Intrexon), on [Facebook](https://www.facebook.com/Intrexon), and [LinkedIn](https://www.linkedin.com/company/intrexon).

Precigen: Advancing Medicine with Precision™

Founded in 2017, Precigen is a dedicated discovery and clinical stage biopharmaceutical company advancing the next generation of gene and cellular therapies using precision technology to target the most urgent and intractable diseases in immuno-oncology, autoimmune disorders, and infectious diseases. Our technologies enable us to find innovative solutions for affordable biotherapeutics in a controlled manner. Precigen operates as an innovation engine progressing a preclinical and clinical pipeline of well-differentiated unique therapies toward clinical proof-of-concept and commercialization. Precigen was founded as a wholly-owned subsidiary of [Intrexon Corporation](http://www.intrexon.com) (NASDAQ: XON) and leverages Intrexon's proprietary technology platforms to advance human health.

About Merck KGaA, Darmstadt, Germany

Merck KGaA, Darmstadt, Germany, a vibrant science and technology company, operates across healthcare, life science and performance materials. Around 51,000 employees work to make a positive difference to millions of people's lives every day by creating more joyful and sustainable ways to live. From advancing gene editing technologies and discovering unique ways to treat the most challenging diseases, to enabling the intelligence of devices – the company is everywhere. In 2017, Merck KGaA, Darmstadt, Germany, generated sales of € 15.3 billion in 66 countries.

The company holds the global rights to the name and trademark "Merck" internationally. The only exceptions are the United States and Canada, where the company's business sectors operate as EMD Serono in healthcare, MilliporeSigma in life science, and EMD Performance Materials. Since its founding in 1668, scientific exploration and responsible entrepreneurship have been key to the company's technological and scientific advances. To this day, the founding family remains the majority owner of the publicly listed company.

Intrexon Trademarks

Intrexon, RheoSwitch Therapeutic System, Powering the Bioindustrial Revolution with Better DNA, and Better DNA are trademarks of Intrexon and/or its affiliates. Other names may be trademarks of their respective owners.

Safe Harbor Statement

Some of the statements made in this press release are forward-looking statements. These forward-looking statements are based upon our current expectations and projections about future events and generally relate to our plans, objectives and expectations for the development of our business. Although management believes that the plans and objectives reflected in or suggested by these forward-looking statements are reasonable, all forward-looking statements involve risks and uncertainties and actual future results may be materially different from the plans, objectives and expectations expressed in this press release.

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