

Fibrocell Science, Inc.
Form 4
September 09, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RANDAL J

(Last) (First) (Middle)

**C/O THIRD SECURITY, LLC, 1881
GROVE AVENUE**

(Street)

RADFORD, VA 24141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Fibrocell Science, Inc. [FCSC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Se (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Convertible Promissory Note	<u>(1)</u>	09/07/2016	P		\$ 236,851		<u>(1)</u>	<u>(1)</u>	Common Stock	
Convertible Promissory Note	<u>(1)</u>	09/07/2016	P		\$ 7,325		<u>(1)</u>	<u>(1)</u>	Common Stock	
Convertible Promissory Note	<u>(1)</u>	09/07/2016	P		\$ 3,913,979		<u>(1)</u>	<u>(1)</u>	Common Stock	
Convertible Promissory Note	<u>(1)</u>	09/07/2016	P		\$ 2,604,345		<u>(1)</u>	<u>(1)</u>	Common Stock	
Warrant to Purchase Common Stock	\$ 1.5	09/07/2016	P		236,851		03/08/2017 <u>(1)</u>	09/07/2021	Common Stock	
Warrant to Purchase Common Stock	\$ 1.5	09/07/2016	P		7,325		03/08/2017 <u>(1)</u>	09/07/2021	Common Stock	
Warrant to Purchase Common Stock	\$ 1.5	09/07/2016	P		3,913,979		03/08/2017 <u>(1)</u>	09/07/2021	Common Stock	
Warrant to Purchase Common Stock	\$ 1.5	09/07/2016	P		2,604,345		03/08/2017 <u>(1)</u>	09/07/2021	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141		X		

INTREXON CORP
C/O LEGAL DEPARTMENT
20374 SENECA MEADOWS PARKWAY
GERMANTOWN, MD 20876

X

Signatures

/s/ Randal J. Kirk, CEO of Intrexon
Corporation

09/09/2016

__Signature of Reporting Person

Date

/s/ Randal J. Kirk

09/09/2016

__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).

(1) The Convertible Promissory Notes bear interest at a rate of 4% per annum with a maturity date of the earlier of (i) September 7, 2026 and (ii) 180 days after the date on which the issuer's product candidate, FCX-007, is approved by the United States Food and Drug Administration. The Notes are convertible at the option of each holder into shares of common stock at a conversion price of \$1.13625. In connection with the purchase of the Notes, each holder also received a warrant to purchase one share of the issuer's common stock per one dollar invested at a price per share of \$1.50. The Notes and Warrants each contain an ownership limitation requiring the investors to provide 61-days' advance written notice prior to conversion or exercise, respectively.

(2) Randal J. Kirk controls Kapital Joe, LLC ("Kapital Joe"), Mascara Kaboom, LLC ("Mascara Kaboom") and NRM VII Holdings I, LLC (NRM VII Holdings"). Shares held by these entities 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 pecuniary interest therein.

(3) Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon Corporation ("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 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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