

Mahatme Sandesh
Form 4
October 26, 2018

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 *
Mahatme Sandesh

(Last) (First) (Middle)

215 FIRST STREET, SUITE 415

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Sarepta Therapeutics, Inc. [SRPT]

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

10/24/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, CFO & CBO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)
Common Stock	10/24/2018		M ⁽¹⁾	9,596 A	\$ 23.85 48,381	D	
Common Stock	10/24/2018		M ⁽¹⁾	39,006 A	\$ 13.9 87,387	D	
Common Stock	10/24/2018		M ⁽¹⁾	29,080 A	\$ 13.71 116,467	D	
Common Stock	10/24/2018		M ⁽¹⁾	11,718 A	\$ 13.71 128,185	D	
Common Stock	10/24/2018		S ⁽¹⁾	107,524 D	\$ 127.74 20,661	D	

(2)

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Common Stock	10/24/2018	G ⁽³⁾	V	12,012	D	\$ 0	8,649	D	
Common Stock	10/24/2018	G ⁽³⁾	V	12,012	A	\$ 0	12,012	I	By wife

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 (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 Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 23.85	10/24/2018		M ⁽¹⁾		9,596		⁽⁴⁾	11/05/2022	Common Stock	9,596
Stock Option (right to buy)	\$ 13.9	10/24/2018		M ⁽¹⁾		39,006		⁽⁵⁾	02/27/2025	Common Stock	39,006
Stock Option (right to buy)	\$ 13.71	10/24/2018		M ⁽¹⁾		29,080		⁽⁶⁾	02/28/2026	Common Stock	29,080
Stock Option (right to buy)	\$ 13.71	10/24/2018		M ⁽¹⁾		11,718		⁽⁷⁾	02/28/2026	Common Stock	11,718

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mahatme Sandesh
215 FIRST STREET, SUITE 415
CAMBRIDGE, MA 02142

EVP, CFO & CBO

Signatures

/s/ David Tyronne Howton, as attorney-in-fact for Sandesh
Mahatme

10/26/2018

__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) These trades were made pursuant to a Rule 10b5-1 trading plan.
The shares were sold in multiple transactions at prices ranging from \$120.87 to \$134.39, inclusive. The reporting person undertakes to provide to Sarepta Therapeutics, Inc., any security holder of Sarepta Therapeutics, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth herein.
- (2) This transaction involved a gift of securities by the reporting person to his wife.
- (3) The option to purchase shares is fully vested.
- (4) The option vests based on time criteria (25% of the total option on 2/27/2016 and 1/48th of the total option in equal monthly installments thereafter).
Half of the total options granted began vesting when the FDA provided marketing approval for eteplirsen on 9/19/2016 and the other half of the total options granted began vesting when Sarepta Therapeutics, Inc. filed a Marketing Authorization Application with the European Medicines Agency on 11/30/2016. Vesting of the options allocated to the achievement of each goal is as follows: (i) 50% of the options allocated to the achieved goal vested immediately upon achievement of the performance condition (25% of the total performance-based options granted) and (ii) the remaining 50% of the options allocated to the achieved goal (25% of the total performance-based options granted) vest over four years. 25% of the remaining options vested on the first year anniversary of the grant date, or 2/28/2017 and 1/48th of the remaining options vests monthly thereafter.
- (5) The option vests based on time criteria (25% of the total option on 2/29/2017 and 1/48th of the total option in equal monthly installments thereafter).
- (6) The option vests based on time criteria (25% of the total option on 2/29/2017 and 1/48th of the total option in equal monthly installments thereafter).
- (7)

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