

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 KHARITONOV MICHAEL

(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)

(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

C/O 100 EUROPA DRIVE

(Street)

CHAPEL HILL,Â NCÂ 27517

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. 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)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 of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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|                          |                  |                  |              |                       |                   |   |   |
|--------------------------|------------------|------------------|--------------|-----------------------|-------------------|---|---|
| Options                  | 09/02/2010       | 09/01/2020       | Common Stock | 7,392 <sup>(1)</sup>  | \$ 0.48           | D | Â |
| Options                  | 04/12/2011       | 04/11/2021       | Common Stock | 21,740 <sup>(2)</sup> | \$ 0.64           | D | Â |
| Options                  | 04/29/2013       | 04/29/2023       | Common Stock | 5,435 <sup>(3)</sup>  | \$ 8.81           | D | Â |
| Series 1 Preferred Stock | Â <sup>(4)</sup> | Â <sup>(4)</sup> | Common Stock | 49,960                | \$ <sup>(4)</sup> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KHARITONOV MICHAEL<br>C/O 100 EUROPA DRIVE<br>CHAPEL HILL, NC 27517 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Michael B.  
Kharitonov

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).

(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 1 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.

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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