

Fibrocell Science, Inc.
Form 4
March 10, 2017

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)
03/08/2017

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 Amount of Underlying Securities (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	Amount Number Shares	
Series A Convertible Preferred	\$ 0.7757	03/08/2017	P		106		<u>(1)</u>	<u>(1)</u>	Common Stock	136,6	
Series A Convertible Preferred	\$ 0.7757	03/08/2017	P		3		<u>(1)</u>	<u>(1)</u>	Common Stock	3,86	
Series A Convertible Preferred	\$ 0.7757	03/08/2017	P		1,746		<u>(1)</u>	<u>(1)</u>	Common Stock	2,250,	
Series A Convertible Preferred	\$ 0.7757	03/08/2017	P		1,161		<u>(1)</u>	<u>(1)</u>	Common Stock	1,496,	
Warrant to Purchase Common Stock	\$ 0.8459	03/08/2017	P		136,634		<u>(1)</u>	<u>(1)</u>	Common Stock	136,6	
Warrant to Purchase Common Stock	\$ 0.8459	03/08/2017	P		3,867		<u>(1)</u>	<u>(1)</u>	Common Stock	3,86	
Warrant to Purchase Common Stock	\$ 0.8459	03/08/2017	P		2,250,594		<u>(1)</u>	<u>(1)</u>	Common Stock	2,250,	
Warrant to Purchase Common Stock	\$ 0.8459	03/08/2017	P		1,496,529		<u>(1)</u>	<u>(1)</u>	Common Stock	1,496,	

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		
		X		

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

Signatures

/s/ Randal J. Kirk

03/10/2017

__Signature of Reporting Person

Date

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

03/10/2017

__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) On March 7, 2017, the issuer entered into a Securities Purchase Agreement (the "Purchase Agreement") with certain of its existing investors pursuant to which the issuer agreed to sell a total of 8,000 units (the "Units") for a purchase price of \$1,000 per Unit, with each Unit consisting of (i) one share of the issuers Series A Convertible Preferred Stock with an initial stated value of \$1,000 and is immediately convertible into 1,289 shares of the issuer's common stock at a conversion price of \$0.7757 ("Preferred Stock") and (ii) warrants to purchase 1,289 shares of the issuer's common stock. Each warrant will have an exercise price of \$0.84591 per share, will be exercisable six months after the date of issuance and will expire five years from the date of issuance. The Preferred Stock 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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