Wolf Jeffrey Alan Form 4 January 10, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Wolf Jeffrey Alan			Symbol	•				Issuer			
			HEAT	HEAT BIOLOGICS, INC. [HTBX]					(Check all applicable)		
(Last)	(First)	(Middle)		3. Date of Earliest Transaction					• • • • • • • • • • • • • • • • • • •		
C/O HEAT BIOLOGICS, INC., 801 CAPITOLA DRIVE			(Month/Day/Year) 01/08/2018				X Director 10% Owner Selection Other (specify below) below)  Chief Executive Officer				
	(Street)		4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
DURHAM, NC 27713			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	(State)	(Zin)						Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	ecurities	Acq	uired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Execution	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)		cosed of (and 5)  (A) or		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	01/08/2018			A	665,720 (1)	A \$	0	886,950	D		
Common Stock								771,723	I	See Footnotes (2) (4)	
Common Stock								716,195	I	See Footnotes (3) (4)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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SEC 1474

(9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or	i i			
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
	·				5)				
						Date Exercisable	Expiration Date	Title	Amou
				Code V	(A) (D)		Date		Shares
Stock Options	\$ 0.4	01/08/2018		A	595,588	02/01/2018(5)	01/01/2028	Common Stock	595,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wolf Jeffrey Alan C/O HEAT BIOLOGICS, INC. 801 CAPITOLA DRIVE DURHAM, NC 27713	X		Chief Executive Officer				

## **Signatures**

/s/ Jeffrey Alan
Wolf

\*\*Signature of Reporting Person

O1/10/2018

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).

The 665,720 shares of Heat Biologics, Inc. (the "Company") common stock, \$0.0002 par value per share (the "Common Stock"), are represented by 665,720 restricted stock units ("RSUs") granted under the Company's stock incentive plan. Each RSU represents a

- contingent right to receive one share of Common Stock. Of the 665,720 RSUs, 260,720 vest immediately and may not be sold until the one year anniversary of the date of grant and 405,000 RSUs vest as follows: (i) 101,250 vested on January 8, 2018; (ii) 101,250 will vest on January 8, 2019; (iii) 101,250 will vest on January 8, 2020; and (iv) 101,250 will vest on January 8, 2021; provided that the reporting person continues to serve as a member of the Board of Directors or otherwise is not terminated for cause prior to such dates.
- (2) Held by Orion Holdings V, LLC ("Orion"). Mr. Wolf is managing member of Orion.
- $\textbf{(3)} \quad \text{Held by Seed-One Holdings VI, LLC ("Seed-One")}. \ Mr. \ Wolf is managing member of Seed-One.$

Does not include 264,686 shares held by Mr. Wolf's children's trust (the "Trust"). Mr. Wolf is not the trustee, nor does he claim beneficial ownership of the Trust. Mr. Wolf disclaims beneficial ownership of the shares of Common Stock held by Orion, Seed-One and the Trust except to the extent of any pecuniary interest (as defined in Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended) that he may have in such entities.

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(5) These stock options vest monthly on a pro rata basis over a four year period commencing February 1, 2018.

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