

KIRK RANDAL J
Form 4
October 29, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
AquaBounty Technologies, Inc.
[AQB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

10/25/2018

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

RADFORD, VA 24141

(City) (State) (Zip)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/25/2018		X		1,538,461 (1)	A	\$ 2 (1)	8,239,199	I	by Intrexon (2)
Common Stock								200,519	I	by R.J. Kirk DOT (3)
Common Stock								5,775	I	by Third Security (3)
Common								4,659	I	by Staff

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Stock			2001 ⁽³⁾
Common Stock	20	I	by Lotus ⁽³⁾
Common Stock	2,080	I	by JPK 2008 ⁽³⁾
Common Stock	2,095	I	by MGK 2008 ⁽³⁾
Common Stock	1,708	I	by ZSK 2008 ⁽³⁾
Common Stock	10,784	I	by JPK 2009 ⁽³⁾
Common Stock	12,726	I	by MGK 2009 ⁽³⁾
Common Stock	1,132	I	by ZSK 2009 ⁽³⁾
Common Stock	12,617	I	by JPK 2012 ⁽³⁾
Common Stock	2,021	I	by Kellie L. Banks LTT ⁽³⁾
Common Stock	1,770	I	by Senior Staff 2006 ⁽³⁾
Common Stock	885	I	by Staff 2006 ⁽³⁾
Common Stock	295	I	by Incentive 2006 ⁽³⁾
Common Stock	99,537	I	by Kapital Joe ⁽⁴⁾
Common Stock	82,083	I	by Mascara Kaboom ⁽⁴⁾
Common Stock	880	I	by Sr. Staff ⁽⁴⁾
Common Stock	3,199	I	by ADC 2010 ⁽⁴⁾
Common Stock	14,076	I	by MGK 2011 ⁽⁴⁾
Common Stock	20,306	I	by Senior Staff 2008

Common Stock	20,306	I	(4) by Staff 2010 (4)
Common Stock	10,153	I	by Incentive 2010 (4)
Common Stock	199,682	I	by NRM VI Holdings (4)
Common Stock	3,637	I	by NRM VII Holdings (4)
Common Stock	124,609	I	by TSCP V (4)

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

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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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrant to Purchase Common Stock	\$ 2 (1)	10/25/2018		X	1,538,461	01/17/2018 01/17/2023	Common Stock 1,538,461

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK RANDAL J		X		

C/O THIRD SECURITY, LLC
 1881 GROVE AVENUE
 RADFORD, VA 24141

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

X

Signatures

/s/ Randal J. Kirk 10/29/2018

__Signature of Reporting Person Date

/s/ Randal J. Kirk, CEO of Intrexon Corporation 10/29/2018

__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) On October 24, 2018, Intrexon Corporation ("Intrexon") entered into a Warrant Exercise Agreement with the issuer, pursuant to which, on October 25, 2018, Intrexon exercised its warrant to purchase 1,538,461 shares of common stock, for a purchase price of \$3,076,922 or \$2.00 per share, which exercise price was reduced in accordance with the terms of the warrant.

(2) Randal J. Kirk, directly and through certain affiliates, is the largest shareholder of Intrexon and serves as Intrexon's Chairman of the Board and Chief Executive Officer. 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.

(3) Randal J. Kirk controls each of the R.J. Kirk Declaration of Trust ("R.J. Kirk DOT"), Third Security, LLC, ("Third Security"), Third Security Staff 2001 LLC ("Staff 2001"), Lotus Capital (2000) Company Inc. ("Lotus"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("ZSK 2009"), JPK 2012, LLC ("JPK 2012"), Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"), Third Security Senior Staff 2006 LLC ("Senior Staff 2006"), Third Security Staff 2006 LLC ("Staff 2006") and Third Security Incentive 2006 LLC ("Incentive 2006"). Shares held by these entities may be deemed to be 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.

(4) Randal J. Kirk controls each of Kapital Joe, LLC ("Kapital Joe"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff LLC ("Sr. Staff"), ADC 2010, LLC ("ADC2010"), MGK 2011, LLC ("MGK 2011"), Third Security Senior Staff 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), NRM VI Holdings I, LLC ("NRM VI Holdings"), NRM VII Holdings I, LLC ("NRM VII Holdings") and Third Security Capital Partners V, LLC ("TSCP V"). Shares held by these entities may be deemed to be 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.

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