

ZIOPHARM ONCOLOGY INC

Reported by
INTREXON CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/31/17 for the Period Ending 03/31/17

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|-------------|-----------------------------------------------------------------------------|
| Address | ONE FIRST AVENUE PARRIS BUILDING 34, NAVY YARD PLAZA BOSTON, MA 02129 |
| Telephone | 646-214-0700 |
| CIK | 0001107421 |
| Symbol | ZIOP |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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[] 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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---------------------------------------------------|--|---------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| KIRK RANDAL J | | ZIOPHARM ONCOLOGY INC ZIOP | | <input checked="" type="checkbox"/> Director _____ 10% Owner | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | <input type="checkbox"/> Officer (give title below) _____ Other (specify below) | |
| C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE | | 3/31/2017 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| RADFORD, VA 24141 | | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| (City) (State) (Zip) | | | | <input checked="" type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |

Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|---------------------------|---|----------------------------------------------------------------------------------------|-----|-----------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Series 1 Preferred Stock | (1) | 3/31/2017 | | J | | 1083 | | (1) | (1) | Common Stock | (1) | (2) | 109400 (2) | I | by Intrexon (3) |

Explanation of Responses:

- (Each share of Series 1 Preferred Stock ("Preferred Stock") has a stated value of \$1,200, subject to appropriate adjustment in the event of any stock dividend, 1) stock split, combination or other recapitalization with respect to the shares of Preferred Stock. The shares of Preferred Stock shall automatically convert into shares of the issuer's common stock upon the date of commercialization of a product pursuant to the collaboration between Intrexon Corporation ("Intrexon") and the issuer, subject to conversion limitations set forth in the Securities Issuance Agreement entered into between the issuer and Intrexon on June 29, 2016 (the "Issuance Agreement"). The conversion price in connection with such automatic conversion shall be determined as set forth in the Amended and Restated Certificate of Designation, Preferences and Rights of Series 1 Preferred Stock, which the issuer has filed as an exhibit to its Amendment to Current Report on Form 8-K/A, dated July 1, 2016.
- (Intrexon received the shares of Preferred Stock as payment-in-kind dividends in connection with its ownership of shares of Preferred Stock. The holders of 2) Preferred Stock are entitled to receive a monthly dividend payable in additional shares of Preferred Stock equal to \$12.00 per share of Preferred Stock per month (subject to adjustment), divided by the stated value of \$1,200, rounded down to the nearest whole share.
- (Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon. Mr. Kirk 3) 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.

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 | | | |
| INTREXON CORP | | | | |

| | | | | |
|------------------------------------------------------------------------------|--|---|--|--|
| C/O LEGAL DEPARTMENT 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876 | | X | | |
|------------------------------------------------------------------------------|--|---|--|--|

Signatures

| | |
|---------------------------------|------------------|
| <u>/s/ Randal J. Kirk</u> | <u>3/31/2017</u> |
| **Signature of Reporting Person | Date |

| | |
|--------------------------------------------------------|------------------|
| <u>/s/ Randal J. Kirk, CEO of Intrexon Corporation</u> | <u>3/31/2017</u> |
| **Signature of Reporting Person | Date |

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.