

ZIOPHARM ONCOLOGY INC

Reported by
INTREXON CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/18 for the Period Ending 12/29/17

Address	ONE FIRST AVENUE PARRIS BUILDING 34, NAVY YARD PLAZA BOSTON, MA, 02129
Telephone	617-259-1970
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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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 * 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 ZIOPHARM ONCOLOGY INC ZIOP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/29/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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 Derivate 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				
Option to Purchase Common Stock	\$4.14	12/29/2017		A		25000		(1)	12/29/2027	Common Stock	25000	\$0	25000	D	
Series 1 Preferred Stock	(2)	12/29/2017		J		1184		(2)	(2)	Common Stock	(2)	(3)	119644 (3)	I	by Intrexon (4)

Explanation of Responses:

- (1) This option grant will vest in full and become exercisable on the first anniversary of the date of grant or earlier in the event of a change of control of the issuer.
- (2) 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, 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.
- (3) 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 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.
- (4) 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.

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

/s/ Randal J. Kirk

1/3/2018

—Signature of Reporting Person

Date

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

1/3/2018

—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.