

INOVIO PHARMACEUTICALS, INC.

Form 4

March 13, 2017

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, 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 *
Sardesai Niranjana

2. Issuer Name and Ticker or Trading Symbol
INOVIO PHARMACEUTICALS, INC. [INO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
660 W. GERMANTOWN PIKE, SUITE 110
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

PLYMOUTH MEETING, PA 19462

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 03/09/2017 | | M | 25,000 | A | 11 | 88,513 | D |
| Common Stock | 03/09/2017 | | F | 7,648 | D | \$ 6.61 | 80,865 | D |
| Common Stock | 03/10/2017 | | M | 6,077 | A | 12 | 86,942 | D |
| Common Stock | 03/10/2017 | | F | 1,859 | D | \$ 6.68 | 85,083 | D |

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | (1) | 03/09/2017 | | M | | | 25,000 | (1) | (1) | Common Stock |
| Common Stock Option | \$ 6.68 | 03/10/2017 | | A | | | 100,000 | 03/10/2017 ⁽³⁾ | 03/10/2027 | Common Stock |
| Restricted Stock Unit | (4) | 03/10/2017 | | A | | | 61,300 | (4) | (4) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sardesai Niranjana 660 W. GERMANTOWN PIKE SUITE 110 PLYMOUTH MEETING, PA 19462 | | | Chief Operating Officer | |

Signatures

/s/ Niranjana Sardesai 03/13/2017

**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).
- Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 75,000
- (1) restricted stock units is as follows: 25,000 shares vested on March 9, 2017; 25,000 shares will vest on March 9, 2018; 25,000 shares will vest on March 9, 2019. Vested units of restricted stock can be settled in shares of common stock, cash or a combination of both.
 - (2) These restricted stock units vested 100% on the March 10, 2017 grant date.
 - (3)

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The vesting schedule for the 100,000 options is as follows: 25,000 shares vested on March 10, 2017; 25,000 shares will vest on March 10, 2018; 25,000 shares will vest on March 10, 2019; 25,000 shares will vest on March 10, 2020

- Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 61,300
- (4) restricted stock units is as follows: 20,433 shares will vest on March 10, 2018; 20,434 shares will vest on March 10, 2019; 20,433 shares will vest on March 10, 2020. Vested units of restricted stock can be settled in shares of common stock, cash or a combination of both.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.