

AmpliPhi Biosciences Corp
Form SC 13D/A
December 30, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Amendment No. 3)*
Under the Securities Exchange Act of 1934

AMPLIPHI BIOSCIENCES CORPORATION
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

03211P103
(CUSIP Number)

Third Security, LLC
1881 Grove Avenue
Radford, Virginia 24141
Attention: Marcus E. Smith, Esq.
(540) 633-7900
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:
Intrexon Corporation
Attention: Legal
20374 Seneca Meadows Parkway
Germantown, Maryland 20876
(301) 556-9809

December 30, 2016
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RANDAL J. KIRK

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

SOLE VOTING POWER

107,143

8

SHARED VOTING POWER

69,697

9

SOLE DISPOSITIVE POWER

107,143

10

SHARED DISPOSITIVE POWER

69,697

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

176,840

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

1.06%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 03211P103 Page 3 of 8

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

THIRD SECURITY, LLC
I.R.S. IDENTIFICATION NO.:
54-1923091

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

7 SOLE VOTING POWER
107,143

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
107,143

10 SHARED DISPOSITIVE POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

107,143

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.64%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO – limited liability company

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NRM VII HOLDINGS I, LLC
I.R.S. IDENTIFICATION NO.:
27-1471440

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

7 SOLE VOTING POWER
107,143

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
107,143

10 SHARED DISPOSITIVE POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

107,143

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.64%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO – limited liability company

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

INTREXON CORPORATION
I.R.S. IDENTIFICATION NO.:
26-0084895

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

7 SOLE VOTING POWER
0

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
69,697

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
69,697

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

69,697

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.42%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

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This Amendment No. 3 (the “Amendment”) amends and supplements the Statement on Schedule 13D, dated March 16, 2015 and filed on March 20, 2015, as amended by Amendment No. 1 dated and filed on April 15, 2016 and as amended by Amendment No. 2 dated November 12, 2016 and filed November 16, 2016 (the “Original Schedule 13D”), relating to the Common Stock, no par value per share (the “Common Stock”), of AmpliPhi Biosciences Corporation, a Washington corporation (the “Company”), filed by Mr. Randal J. Kirk (“Mr. Kirk”), Third Security, LLC (“Third Security”), a Virginia limited liability company that is managed by Mr. Kirk, NRM VII Holdings I, LLC (“NRM VII Holdings”), a Virginia limited liability company that is managed by an affiliate that is managed by Third Security, and Intrexon Corporation, a Virginia corporation that is controlled by Mr. Kirk (“Intrexon” and, together with Mr. Kirk, Third Security and NRM VII Holdings, the “Reporting Persons”). The Reporting Persons are filing this Amendment to disclose the sale of an aggregate of 1,587,359 shares of Common Stock held by the Reporting Persons in open market transactions between December 27, 2016 and December 30, 2016. Except as specifically amended by this Amendment, the Original Schedule 13D remains unchanged. Capitalized terms used but not defined in this Amendment carry meanings given to them in the Original Schedule 13D. This Amendment should be read in conjunction with the Original Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented as follows:

The Reporting Persons are filing this Amendment to disclose the sale of 828,571 shares of Common Stock held by NRM VII Holdings, in open market transactions between December 27, 2016 and December 30, 2016, for aggregate gross proceeds of approximately \$317,953. Additionally, the Reporting Persons are filing this Amendment to disclose the sale of 758,788 shares of Common Stock held by Intrexon, in open market transactions between December 27, 2016 and December 30, 2016, for aggregate gross proceeds of approximately \$291,175. Pursuant to a joint selling program, NRM VII Holdings and Intrexon sold these shares on a pro rata basis.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and restated to read in its entirety as follows:

The information contained on the cover pages to this Statement and the information set forth or incorporated in Items 4 is incorporated herein by reference.

(a) and (b) See Items 11 and 13 of the cover pages to this Statement for the aggregate number of shares and percentage of issued and outstanding shares of Common Stock of the Company beneficially owned by the Reporting Persons. The percentage ownership is calculated based on 11,120,394 shares of Common Stock issued and outstanding as of November 10, 2016 as reported on the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 10, 2016 for the period ending September 30, 2016 increased by (i) 5,335,000 shares of Common Stock issued in connection with a public offering of the Company on November 17, 2016 as reported on the Company’s Current Report on Form 8-K dated and filed November 17, 2016 and (ii) 176,840 shares issuable by the Company pursuant to warrants held by the Reporting Persons that may be exercised within 60 days.

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| Reporting Person | Amount of Common Stock Beneficially Owned | Percent of Class | Sole Power to Vote or Direct the Vote | Shared Power to Vote or Direct the Vote | Sole Power to Dispose or Direct the Disposition | Shared Power to Dispose or Direct the Disposition |
|-------------------------|---|------------------|---------------------------------------|---|---|---|
| Randal J. Kirk | 176,840 | 1.06% | 107,143 | 69,697 | 107,143 | 69,697 |
| Third Security, LLC | 107,143 | 0.64% | 107,143 | - | 107,143 | - |
| NRM VII Holdings I, LLC | 107,143 | 0.64% | 107,143 | - | 107,143 | - |
| Intrexon Corporation | 69,697 | 0.42% | - | 69,697 | - | 69,697 |

Mr. Kirk could be deemed to have indirect beneficial ownership of the shares of Common Stock directly beneficially owned by NRM VII Holdings and Intrexon.

(c) Except as set forth in this Item 5, none of the Reporting Persons have engaged in any transactions in the Common Stock in the past 60 days.

(d)-(e) Not Applicable

Item 7. Material to be Filed as Exhibits.

Item 7 of the Original Schedule 13D is amended by adding the following exhibit:

Exhibit 1 Joint Filing Agreement, dated as of December 30, 2016, by and among Mr. Kirk, Third Security, NRM VII Holdings and Intrexon

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SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 30, 2016

/s/ Randal J. Kirk

Randal J. Kirk

THIRD SECURITY, LLC

By: /s/ Randal J. Kirk

Randal J. Kirk

Manager

NRM VII HOLDINGS I,
LLC

By: /s/ Randal J. Kirk

Randal J. Kirk

Manager

INTREXON
CORPORATION

By: /s/ Randal J. Kirk

Randal J. Kirk

Chief Executive Officer

EXHIBIT INDEX

Exhibit Joint Filing Agreement, dated as of December 30, 2016, by and among Mr. Kirk, Third Security, NRM VII
1 Holdings and Intrexon
