

Wolf Jeffrey Alan
Form 4
January 03, 2019

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 *
Wolf Jeffrey Alan

2. Issuer Name and Ticker or Trading Symbol
HEAT BIOLOGICS, INC. [HTBX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HEAT BIOLOGICS, INC., 801
CAPITOLA DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)
DURHAM, NC 27713

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 Indirect Ownership (Instr. 4)
Common Stock	01/01/2019		A	V Amount 800,000 (1)	(A) or (D) Price \$ 0	848,317 (2) (3)	D (2)
Common Stock					77,172 (3)	I	See Footnotes (2) (4)
Common Stock					71,620 (3)	I	See Footnotes (2) (5)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 1.06	01/01/2019		A	800,000	01/01/2019 ⁽⁶⁾	01/01/2029	Common Stock	595,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolf Jeffrey Alan C/O HEAT BIOLOGICS, INC. 801 CAPITOLA DRIVE DURHAM, NC 27713	X		Chief Executive Officer	

Signatures

/s/ Jeffrey Alan
Wolf

01/03/2019

__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) The 800,000 restricted shares of Heat Biologics, Inc. (the "Company") common stock, \$0.0002 par value per share (the "Common Stock"), vest as follows: 50% vest immediately, 30% vest on the one year anniversary of the date of grant, 10% vest on the two year anniversary of the date of grant and 10% vest on the three year anniversary of the date of grant.

(2) Does not include 26,468 shares held by Mr. Wolf's children's trust (the "Trust"). Mr. Wolf is not the trustee, nor does he claim beneficial ownership of the Trust. Mr. Wolf disclaims beneficial ownership of the shares of Common Stock held by Orion, Seed-One and the Trust except to the extent of any pecuniary interest (as defined in Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended) that he may have in such entities.

(3) The share numbers reflect the one for ten reverse stock split effected by the Company on January 19, 2018.

(4) Held by Orion Holdings V, LLC ("Orion"). Mr. Wolf is managing member of Orion.

(5) Held by Seed-One Holdings VI, LLC ("Seed-One"). Mr. Wolf is managing member of Seed-One.

(6)

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The stock options to purchase 800,000 shares of Common Stock vest as follows: 50% vest immediately, 30% vest on the one year anniversary of the date of grant, 10% vest on the two year anniversary of the date of grant and 10% vest on the three year anniversary of the date of grant.

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.