

Martignetti Anthony
 Form 5
 April 19, 2013

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Martignetti Anthony
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Sarepta Therapeutics, Inc. [SRPT]

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

C/O SAREPTA THERAPEUTICS, INC., 215 FIRST STREET, SUITE 7
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

CAMBRIDGE, MA 02412
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 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. 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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. De
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 15.53				3 ⁽¹⁾		09/28/2022	Common Stock	9,780

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martignetti Anthony C/O SAREPTA THERAPEUTICS, INC. 215 FIRST STREET, SUITE 7 CAMBRIDGE, MA 02412			See Remarks	

Signatures

/s/ David T. Howton, as Attorney-in-Fact for Anthony Martignetti 04/19/2013

**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 reporting person was appointed the principal accounting officer of the issuer on December 10, 2012.

This option is exercisable at the rate of 25% of the shares on the first anniversary of the date of hire (the "Vesting Commencement Date")

(2) and 1/48th of the total granted shares on each monthly anniversary thereafter, such that the option will be fully exercisable on the fourth anniversary of the Vesting Commencement Date.

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Remarks:

Director, Finance - Chief Accounting Officer, Corporate Controller and Principal Accounting Officer

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.