

HEAT BIOLOGICS, INC.

Form 3

July 23, 2013

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â Wolf Jeffrey Alan

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/23/2013

3. Issuer Name **and** Ticker or Trading Symbol  
HEAT BIOLOGICS, INC. [HTBX]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

C/O 100 EUROPA DRIVE

(Street)

(Check all applicable)

☒ Director ☒ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Executive Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ Form filed by One Reporting  
Person☒ Form filed by More than One  
Reporting Person

CHAPEL HILL,Â NCÂ 27517

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

695,653 (1) (2)

I

By Orion Holdings V, LLC (3)

Common Stock

536,862 (1) (2)

I

By Seed-One Holdings VI, LLC  
(3)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of5. Ownership  
Form of  
Derivative6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Options	12/18/2009	12/17/2019	Common Stock	10,965 <sup>(4)</sup>	\$ 2.3	D	Â
Options	12/18/2009	12/17/2019	Common Stock	108,696 <sup>(4)</sup>	\$ 0.71	D	Â
Series B Preferred Stock	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	1,160 <sup>(5)</sup>	\$ <sup>(5)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolf Jeffrey Alan C/O 100 EUROPA DRIVE CHAPEL HILL,Â NCÂ 27517	Â X	Â X	Â Chief Executive Officer	Â
Orion Holdings V, LLC C/O 100 EUROPA DRIVE CHAPEL HILL,Â NCÂ 27517	Â	Â X	Â	Â
Seed-One Holdings VI, LLC C/O 100 EUROPA DRIVE CHAPEL HILL,Â NCÂ 27517	Â	Â X	Â	Â

## Signatures

/s/ Jeffrey Wolf	07/23/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ Jeffrey Wolf, Managing Member Orion Holdings V, LLC	07/23/2013
<u>                    </u> **Signature of Reporting Person	Date
/s/ Jeffrey Wolf, Managing Member of Seed-One Holdings V, LLC	07/23/2013
<u>                    </u> **Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Does not include 86,957 shares of common stock beneficially owned by Mr. Wolf's children's trust which Mr. Wolf is not the trustee of.
- (1) Mr. Wolf disclaims beneficial ownership of these shares except to the extent of any pecuniary interest (as defined in Rule 16a - 1(a)(2) promulgated under the Exchange Act) that he may have in such entities.
- Does not include shares of common stock that will be issued upon consummation of the Company's initial public offering resulting in net proceeds of at least \$15 million in lieu of Series B-2 Preferred Stock that was committed to be purchased upon receipt of certain grant funding and the shares underlying warrants to be issued at such time.
- (2)
- (3) Mr. Wolf serves as the managing member. Mr. Wolf is deemed to beneficially own the shares held by such entities as in his role as the managing member he has the control over the voting and disposition of any shares held by these entities.

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(4) Fully Vested.

(5) The Series B Preferred Stock automatically converts into shares of common stock to be issued upon consummation of the Company's initial public offering resulting in net proceeds of at least \$15 million.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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