

Fibrocell Science, Inc.
Form 3
October 15, 2012

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
KIRK RANDAL J		(Month/Day/Year)	Fibrocell Science, Inc. [FCSC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/09/2012		
C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
RADFORD, VA 24141			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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	200,000,000 ⁽¹⁾	I	by NRM VII Holdings ⁽²⁾
Common Stock	32,938,000 ⁽³⁾	I	by Intrexon Corporation ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 of	5. Ownership Form of Derivative	6. 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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141	^	^ X	^	^
NRM VII Holdings I, LLC C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141	^ X	^ X	^	^
INTREXON CORP C/O LEGAL DEPARTMENT 20358 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876	^	^ X	^	^

Signatures

/s/ Randal J. Kirk 10/15/2012
 **Signature of Reporting Person Date

/s/ Randal J. Kirk, CEO Intrexon Corporation 10/15/2012
 **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).
- Shares were issued in connection with a Securities Purchase Agreement between the issuer and certain accredited investors dated October 5, 2012 (the "Offering"). An aggregate of 450,000,000 shares of common stock of the issuer were sold to the purchasers at a purchase price of \$0.10 per share for a total offering amount of \$45.0 million. As of October 10, 2012, the Company had received \$43.0 million in gross proceeds from the Offering with the remaining \$2.0 million in subscribed proceeds expected to be received by mid-November from a single foreign investor.
- Randal J. Kirk controls NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by this entity may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Shares were issued as partial consideration in connection with an Exclusive Channel Collaboration Agreement dated October 5, 2012 between the issuer and Intrexon Corporation pursuant to a Stock Issuance Agreement dated October 5, 2012 between the issuer and Intrexon Corporation.
- Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon Corporation. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by Intrexon Corporation. Shares held by Intrexon Corporation may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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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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