

KIRK RANDAL J
Form 4
December 13, 2017

FORM 4

**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).

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 *
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol
Fibrocell Science, Inc. [FCSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

RADFORD, VA 24141

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/11/2017		P		2,567,121	A	\$ 0.77
					5,773,626 ⁽¹⁾	I	
							by NRM VII Holdings ⁽²⁾
Common Stock	12/11/2017		P		155,347	A	\$ 0.77
					349,386 ⁽¹⁾	I	
							by Kapital Joe ⁽²⁾
Common Stock	12/11/2017		P		4,805	A	\$ 0.77
					10,806 ⁽¹⁾	I	
							by Mascara Kaboom ⁽²⁾
Common					2,133,595 ⁽¹⁾	I	
							by

Stock

Intrexon
(3)

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

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(9-02)

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 Security (Instr. 3 and 4)	
					Code	V	(A)	(D)	Date Exercisable		Expiration Date
Warrant to Purchase Common Stock	\$ 0.77	12/11/2017		P		2,567,121		12/11/2017	12/11/2022	Common Stock	2,567,121
Warrant to Purchase Common Stock	\$ 0.77	12/11/2017		P		155,347		12/11/2017	12/11/2022	Common Stock	155,347
Warrant to Purchase Common Stock	\$ 0.77	12/11/2017		P		4,805		12/11/2017	12/11/2022	Common Stock	4,805

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		
INTREXON CORP C/O LEGAL DEPARTMENT		X		

20374 SENECA MEADOWS PARKWAY
GERMANTOWN, MD 20876

Signatures

/s/ Randal J. Kirk, CEO of Intrexon
Corporation 12/13/2017

__Signature of Reporting Person Date

/s/ Randal J. Kirk 12/13/2017

__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 indicated number of common shares is reflective of a 1-for-3 reverse stock split effected by the issuer on March 13, 2017.

Randal J. Kirk controls Kapital Joe, LLC ("Kapital Joe"), Mascara Kaboom, LLC ("Mascara Kaboom") and NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by these entities 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.

Randal J. Kirk, directly and through certain affiliates, is the largest shareholder of Intrexon Corporation ("Intrexon") and serves as Intrexon's Chairman of the Board and Chief Executive Officer. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by Intrexon. Shares held by Intrexon 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.

The indicated number of warrants to purchase common stock of the issuer were received in connection with the purchase of common stock in an underwritten public offering of the issuer, which closed on December 11, 2017 (the "Offering"). In the Offering, each share of common stock was sold together with a common warrant to purchase one share of common stock at a combined effective price of \$0.77 per share and accompanying common warrant.

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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