

Smith Rachel
Form 4
January 04, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Rachel

2. Issuer Name **and** Ticker or Trading
Symbol
CAPRICOR THERAPEUTICS,
INC. [CAPR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President of R&D

C/O CAPRICOR THERAPEUTICS,
INC., 8840 WILSHIRE BLVD.,
2ND FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BEVERLY HILLS, CA 90211

(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)
Common Stock	12/22/2017 ⁽¹⁾		M	20,748	A \$ 0.16	20,748	D
Common Stock	12/22/2017		F	2,244 ⁽²⁾	D \$ 1.48	18,504	D

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

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(9-02)

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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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.16	12/22/2017		M	20,748	01/01/2008 01/01/2018	Common Stock	20,748

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith Rachel
C/O CAPRICOR THERAPEUTICS, INC.
8840 WILSHIRE BLVD., 2ND FLOOR
BEVERLY HILLS, CA 90211

Vice President of R&D

Signatures

/s/ Linda Marban, as
Attorney-in-Fact

01/04/2018

__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).

On December 22, 2017, the Reporting Person exercised, via cashless exercise, stock options for 20,748 shares of Common Stock. The
(1) exercise price was \$0.16 per share and the exercise was subject to the terms and conditions of a Stock Option Award which was granted on January 1, 2008 under the Company's 2006 Stock Option Plan.

(2) Reflects 2,244 shares withheld by the Issuer at the market price of \$1.48 per share to fund the cashless exercise of 20,748 options.

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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