INOVIO PHARMACEUTICALS, INC.

Form 4

October 24, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

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obligations may continue. See Instruction

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(b).

(Last)

(City)

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * MARXE AUSTIN W &

GREENHOUSE DAVID M

2. Issuer Name and Ticker or Trading Symbol

INOVIO PHARMACEUTICALS, INC. [INO]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First) (Middle)

(Month/Day/Year) 10/22/2012

Director Officer (give title below)

X 10% Owner Other (specify

C/O SPECIAL SITUATIONS FUNDS, 527 MADISON AVENUE, **SUITE 2600**

(State)

(Street)

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

3. Date of Earliest Transaction

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

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

NEW YORK, NY 10022

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

(Instr. 4)

I

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) Code V

or (D) Price Amount \$ 0.715 100,000 (1)

(Instr. 3 and 4) 9,130,664

Transaction(s)

Reported

By Limited **Partnerships**

Common Stock

10/23/2012

10/22/2012

202,000 S (2)

S

\$ 1.4179 D (1)

8,928,664 $I^{(2)}$ (2)

By Limited **Partnerships** (2)

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

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SEC 1474 (9-02)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	str. 8) Derivative Securities			Securities		(Instr. 5)	Bene
	Derivative							(Instr.	3 and 4)		Owne
	Security			Acquired						Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

X

Signatures

Austin W.

Marxe 10/24/2012

**Signature of Date

Reporting Person

David M.

Greenhouse 10/24/2012

**Signature of Date
Reporting Person

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) This is a weighted average price.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (SSFQP), Special Situations Cayman Fund, L.P. (Cayman), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS). 5,128,631 shares of Common Stock are

held by SSFQP, 1,642,364 shares of Common Stock are held by Cayman 1,222,103 shares of Common Stock are held by PE and 935,566 shares of Common Stock are held by LS. The interest of Marxe and Greenhouse in the shares of Common Stock owned by SSFQP, Cayman, PE and LS is limited to the extent of his pecuniary interest.

Reporting Owners 2

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