

INOVIO PHARMACEUTICALS, INC.

Form 4

March 13, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIES PETER

(Last) (First) (Middle)

**C/O INOVIO
PHARMACEUTICALS,
INC., 10480 WATERIDGE CIRCLE**

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**INOVIO PHARMACEUTICALS,
INC. [INO]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
CFO

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

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 Ownership (Instr. 4)
Common Stock	03/09/2017		M	25,000	A	\$ 0 (1)	56,219 D
Common Stock	03/09/2017		F	9,171	D	\$ 6.61	47,048 D
Common Stock						4,500	I By Spouse

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	(1)	03/09/2017		M	25,000	(1) (1)	Common Stock
Common Stock Options	\$ 6.68	03/10/2017		A	100,000	03/10/2017(2) 03/10/2027	Common Stock
Restricted Stock Unit	(3)	03/10/2017		A	61,300	(3) (3)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KIES PETER
C/O INOVIO PHARMACEUTICALS, INC.
10480 WATERIDGE CIRCLE
SAN DIEGO, CA 92121

CFO

Signatures

Peter Kies 03/13/2017

**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).

- Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 75,000
- (1) restricted stock units is as follows: 25,000 shares vested on March 9, 2017; 25,000 shares will vest on March 9, 2018; 25,000 shares will vest on March 9, 2019. Vested units of restricted stock can be settled in shares of common stock, cash or a combination of both.
- (2) The vesting schedule for the 100,000 options is as follows: 25,000 shares vested on March 10, 2017; 25,000 shares will vest on March 10, 2018; 25,000 shares will vest on March 10, 2019; 25,000 shares will vest on March 10, 2020
- Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 61,300
- (3) restricted stock units is as follows: 20,433 shares will vest on March 10, 2018; 20,434 shares will vest on March 10, 2019; 20,433 shares will vest on March 10, 2020. Vested units of restricted stock can be settled in shares of common stock, cash or a combination of both.

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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