

Bagarazzi Mark
Form 4
March 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bagarazzi Mark

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
660 W. GERMANTOWN PIKE,
SUITE 110

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Medical Officer

(Street)
PLYMOUTH MEETING, PA 19462

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2018		M		25,000	A	<u>(1)</u>	73,628	D	
Common Stock	03/09/2018		<u>F</u> ⁽²⁾		6,896	D	\$ 4.51	66,732	D	
Common Stock	03/10/2018		M		20,434	A	<u>(3)</u>	87,166	D	
Common Stock	03/10/2018		<u>F</u> ⁽⁴⁾		5,653	D	\$ 4.51	81,513	D	

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 Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	03/09/2018		M		25,000		(1)	(1)	Common Stock	25,000
Restricted Stock Unit	(3)	03/10/2018		M		20,434		(3)	(3)	Common Stock	20,434

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bagarazzi Mark
660 W. GERMANTOWN PIKE, SUITE 110
PLYMOUTH MEETING, PA 19462

Chief Medical Officer

Signatures

/s/ Mark
Bagarazzi 03/13/2018

**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).

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 vested 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 transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of the restricted stock unit award reported in footnote (1) herein.

(3) Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 61,300 restricted stock units is as follows: 20,434 shares vested on March 10, 2018; 20,433 shares will vest on March 10, 2019; 20,433 shares

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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.

- (4) The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of the restricted stock unit award reported in footnote (3) herein.

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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