

Sardesai Niranjn
Form 4
March 07, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Sardesai Niranjn

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

PLYMOUTH MEETING, PA 19462

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	03/05/2018		M		8,333 A <u>1</u>	93,416	D
Common Stock	03/05/2018		F ⁽²⁾		2,815 D \$ 4.29	90,601	D

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

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SEC 1474 (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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(1)</u>	03/05/2018		M		8,333	<u>(1)</u> <u>(1)</u>	Common Stock
Common Stock Option	\$ 4.29	03/05/2018		A		126,500	03/05/2018 ⁽³⁾ 03/05/2028	Common Stock
Restricted Stock Unit	<u>(4)</u>	03/05/2018		A		82,700	<u>(4)</u> <u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sardesai Niranjn 660 W. GERMANTOWN PIKE SUITE 110 PLYMOUTH MEETING, PA 19462			Chief Operating Officer	

Signatures

/s/ Niranjn Sardesai 03/07/2018

**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).

(1) Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 25,000 restricted stock units was as follows: 8,334 shares vested on March 5, 2016; 8,333 shares vested on March 5, 2017; 8,333 shares vested on March 5, 2018. 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) The vesting schedule for the 126,500 options is as follows: 31,625 shares vested on March 5, 2018; 31,625 shares will vest on March 5, 2019; 31,625 shares will vest on March 5, 2020; 31,625 shares will vest on March 5, 2021.

(4) Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 82,700 restricted stock units is as follows: 27,567 shares will vest on March 5, 2019; 27,567 shares will vest on March 5, 2020; 27,566 shares will vest on March 5, 2021. 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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