

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

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

(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)
03/09/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)
Common Stock	03/09/2017		M	25,000	A	50,758	D
Common Stock	03/09/2017		F	7,648	D	\$ 6.61	43,110 D

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

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	(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

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

Chief Medical Officer

Signatures

/s/ Mark
Bagarazzi 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.