

Sardesai Niranjana  
Form 4  
March 07, 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 \*  
Sardesai Niranjana

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)  
03/05/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Operating 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/05/2018                              |                                                             | M                                       | 8,333                                                                      | A                                                                                                                  | 93,416                                                               | D                                                                 |
| Common<br>Stock                       | 03/05/2018                              |                                                             | F <sup>(2)</sup>                        | 2,815                                                                      | D                                                                                                                  | \$<br>4.29                                                           | 90,601<br>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)

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**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)                                                    | 03/05/2018                           |                                                    | M                              | 8,333                                                                                   | (1) (1)                                                  | 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                      | (4)                                                    | 03/05/2018                           |                                                    | A                              | 82,700                                                                                  | (4) (4)                                                  | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                    |
|----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                        | Director 10% Owner Officer Other |
| Sardesai Niranjan<br>660 W. GERMANTOWN PIKE<br>SUITE 110<br>PLYMOUTH MEETING, PA 19462 | Chief Operating Officer          |

## Signatures

/s/ Niranjan 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).

Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 25,000

(1) 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.

Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 82,700

(4) 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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