

HEAT BIOLOGICS, INC.
Form 3
July 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Smith Edward B III		(Month/Day/Year)	HEAT BIOLOGICS, INC. [HTBX]	
(Last)	(First)	(Middle)	07/23/2013	
C/O 100 EUROPA DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHAPEL HILL,Â NCÂ 27517			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Options	11/22/2010	11/21/2020	Common Stock	5,218 ⁽¹⁾	\$ 0.48	D	Â
Options	04/12/2011	04/11/2021	Common Stock	16,305 ⁽²⁾	\$ 0.64	D	Â
Options	04/29/2013	04/28/2023	Common Stock	5,435 ⁽³⁾	\$ 8.81	D	Â
Series A Preferred Stock	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	697,303	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Edward B III C/O 100 EUROPA DRIVE CHAPEL HILL, NC 27517	Â X	Â	Â	Â
Brightline Ventures III, LLC C/O 100 EUROPA DRIVE CHAPEL HILL, NC 27517	Â	Â X	Â	Â

Signatures

/s/ Edward B. Smith 07/23/2013
 **Signature of Reporting Person Date

/s/ Brightline Ventures, LLC by Edward B. Smith 07/23/2013
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Fully Vested.

1/16th vest on the last day of each calendar quarter following the Vesting Commencement Date, s.t. remaining on the Board of Directors.

(2) Acceleration upon Change of Control. 9,172 shares are currently vested and exercisable. 1,019 shares will vest at the end of each quarter with the last options vesting on March 31, 2015.

(3) No options are currently vested and exercisable shares. 226 shares shall vest and become exercisable ratably over two years with the last options vesting on July 29, 2015.

(4) The Series A Preferred Stock automatically converts into shares of common stock upon the consummation of an initial public offering resulting in at least \$15 million of net proceeds.

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.