

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>St. John Edward A.</u> <hr/> (Last) (First) (Middle) 2560 LORD BALTIMORE DRIVE <hr/> (Street) COLUMBIA MD 21244 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/20/2013	3. Issuer Name and Ticker or Trading Symbol <u>CAPRICOR THERAPEUTICS, INC. [CAPR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 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)
Common Stock	1,556,141	D ⁽¹⁾	
Common Stock	1,556,141	I	See Footnote ⁽²⁾
Common Stock	1,556,141	I	See Footnote ⁽³⁾
Common Stock	54,602	D ⁽⁴⁾	
Common Stock	324,196	I	See Footnote ⁽⁵⁾

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: 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			

1. Name and Address of Reporting Person * <u>St. John Edward A.</u> <hr/> (Last) (First) (Middle) 2560 LORD BALTIMORE DRIVE <hr/> (Street) COLUMBIA MD 21244 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person * <u>MD BTI, LLC</u> <hr/> (Last) (First) (Middle) 2560 LORD BALTIMORE DRIVE <hr/> (Street) COLUMBIA MD 21244 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person *

Edward St. John, LLC

(Last) (First) (Middle)

2560 LORD BALTIMORE DRIVE

(Street)

COLUMBIA MD 21244

(City) (State) (Zip)

Explanation of Responses:

1. This Form 3 is filed jointly by Edward A. St. John, MD BTI, LLC ("MD BTI"), and Edward St. John, LLC ("St. John LLC"). The shares reported here are owned directly by MD BTI.
2. St. John LLC is the company manager of MD BTI. Accordingly, St. John LLC is the indirect beneficial owner of the shares reported here. St. John LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest in the shares.
3. Mr. St. John is the sole member and general manager of St. John LLC, the company manager of MD BTI. Accordingly, Mr. St. John is the indirect beneficial owner of the shares reported here. Mr. St. John disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the shares.
4. These shares are owned directly by Mr. St. John.
5. These shares are owned directly by MD BTI, Inc., of which Mr. St. John is the President and a stockholder. Accordingly, Mr. St. John is the indirect beneficial owner of these shares. Mr. St. John disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the shares.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney for Edward A. St. John, Exhibit 24.2 - Power of Attorney for MD BTI, LLC and Exhibit 24.3 - Power of Attorney for Edward St. John, LLC

/s/ Joseph P. Ward , attorney-in- 09/12/2014
fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Joseph P. Ward and Emily A. Higgs, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of shares of stock of Capricor Therapeutics, Inc. (the "**Company**"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse each such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof (***Prior Powers of Attorney***"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31 day of March, 2014.

/s/ Edward A. St. John

Edward A. St. John

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Joseph P. Ward and Emily A. Higgs, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of shares of stock of Capricor Therapeutics, Inc. (the "**Company**"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day of March, 2014.

MD BTI, LLC

By: Edward St. John, LLC, its Company Manager

By: /s/ Edward A. St. John
Edward A. St. John, General Manager

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Joseph P. Ward and Emily A. Higgs, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of shares of stock of Capricor Therapeutics, Inc. (the "**Company**"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse each such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31 day of March, 2014.

Edward St. John, LLC

By: /s/ Edward A. St. John
Edward A. St. John, General Manager
