SEC Form 4

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

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 [*] Manzo Louis				Name and Ticker ICOR THER	0,	^{dol} ' <u>S, INC.</u> [CAPR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023				Officer (give title below)	Other (below)			
C/O CAPRICOR THERAPEUTICS, INC. 10865 ROAD TO THE CURE, SUITE 150			4. If Ame	ndment, Date of O	riginal Filed (Mo	nth/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					
(Street)								Form filed by More	than One Reporti	ng Person		
SAN DIEGO	CA	92121										
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Tran			2. Transaction	2A. Deemed	3. Transaction	4. Securities Acquired (A) of Disposed Of (D) (Instr. 2, 4, 5)		5. Amount of	6. Ownership	7. Nature of		

(D) (Instr. 3. 4 and 5) if any (Month/Day/Year) or Indirect (I) (Month/Day/Year) Beneficially Owned Beneficial Code (Instr. Following Reported 8) (Instr. 4) Ownership Transaction(s) (Instr. 4) (A) or (D) (Instr. 3 and 4) v Price Code Amount

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$3.85	01/03/2023		A		37,770		(1)	01/03/2033	Common Stock	37,770	\$0	37,770	D	
Stock Option (Right to Buy)	\$3.85	01/03/2023		A		7,120		(2)	01/03/2033	Common Stock	7,120	\$0	7,120	D	
Stock Option (Right to Buy)	\$3.85	01/03/2023		A		19,000		(3)	01/03/2033	Common Stock	19,000	\$0	19,000	D	

Explanation of Responses:

1. The shares vest 1/12th of the first day of each month, commencing February 1, 2023, with the last month vesting on December 31, 2023, until the stock option becomes fully vested and exercisable. The award pertains to annual board service. The option is subject to early exercise and, therefore, all or any part of the option can be exercised at any time. If the reporting person elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Issuer if the reporting person's service to the Issuer terminates prior to vesting.

2. The shares of the award are fully vested and exercisable as of January 3, 2023, the date of the grant. The award pertains to annual board committee service.

3. The shares of the award are fully vested and exercisable as of January 3, 2023, the date of the grant. The award pertains to annual board service.

/s/ Linda Marban, Attorney-in-	
Fact	
** Signature of Reporting Person	

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Date

01/05/2023

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 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).

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.

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