

| OMB APPROVAL | |
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * <u>Musket David B</u> (Last) (First) (Middle) C/O CAPRICOR THERAPEUTICS, INC. 8840 WILSHIRE BLVD., 2ND FLOOR (Street) BEVERLY HILLS CA 90211 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CAPRICOR THERAPEUTICS, INC. [CAPR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/12/2020 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 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 | | | | |
| Stock Option (Right to Buy) | \$1.39 | 02/12/2020 | | A | | 8,750 | | (1) | 08/08/2029 | Common Stock | 8,750 | (2) | 8,750 | D | |
| Stock Option (Right to Buy) | \$1.39 | 02/12/2020 | | A | | 3,800 | | (3) | 01/02/2028 | Common Stock | 3,800 | (2) | 3,800 | D | |
| Stock Option (Right to Buy) | \$1.39 | 02/12/2020 | | A | | 3,606 | | (4) | 01/03/2027 | Common Stock | 3,606 | (2) | 3,606 | D | |
| Stock Option (Right to Buy) | \$1.39 | 02/12/2020 | | A | | 4,645 | | (5) | 06/02/2026 | Common Stock | 4,645 | (2) | 4,645 | D | |
| Stock Option (Right to Buy) | \$1.39 | 02/12/2020 | | A | | 4,750 | | (5) | 03/03/2025 | Common Stock | 4,750 | (2) | 4,750 | D | |
| Stock Option (Right to Buy) | \$1.39 | 02/12/2020 | | A | | 1,401 | | (5) | 03/06/2023 | Common Stock | 1,401 | (2) | 1,401 | D | |
| Stock Option (Right to Buy) | \$1.39 | 02/12/2020 | | A | | 15,455 | | (3) | 04/27/2022 | Common Stock | 15,455 | (2) | 15,455 | D | |
| Stock Option (Right to Buy) | \$3.25 | 02/12/2020 | | D | | | 8,750 | (1) | 08/08/2029 | Common Stock | 8,750 | (2) | 0 | D | |
| Stock Option (Right to Buy) | \$15.7 | 02/12/2020 | | D | | | 3,800 | (3) | 01/02/2028 | Common Stock | 3,800 | (2) | 0 | D | |
| Stock Option (Right to Buy) | \$25.5 | 02/12/2020 | | D | | | 3,606 | (4) | 01/03/2027 | Common Stock | 3,606 | (2) | 0 | D | |
| Stock Option (Right to Buy) | \$31.2 | 02/12/2020 | | D | | | 4,645 | (5) | 06/02/2026 | Common Stock | 4,645 | (2) | 0 | D | |
| Stock Option (Right to Buy) | \$57.8 | 02/12/2020 | | D | | | 4,750 | (5) | 03/03/2025 | Common Stock | 4,750 | (2) | 0 | D | |
| Stock Option (Right to Buy) | \$3.7 | 02/12/2020 | | D | | | 1,401 | (5) | 03/06/2023 | Common Stock | 1,401 | (2) | 0 | D | |
| Stock Option (Right to Buy) | \$3.7 | 02/12/2020 | | D | | | 15,455 | (5) | 04/27/2022 | Common Stock | 15,455 | (2) | 0 | D | |

Explanation of Responses:

- 3,000 of the shares were vested on the date of grant. The remaining 5,750 shares will vest 1/48th on the first day of each month, commencing September 1, 2019, until the stock option becomes fully vested and exercisable. 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 Registrant if the reporting person's service to the Registrant terminates prior to vesting.
- The reported transactions involved the repricing of outstanding options, resulting in the deemed cancellation of the "old" options and the grant of replacement options, with a new exercise price of \$1.39 per share.
- 1,050 of the shares will vest 1/48th on the first day of each month, commencing February 1, 2018, until the stock option becomes fully vested and exercisable. The remaining 2,750 shares will vest 1/12th on the first day of each month, commencing February 1, 2018, with the last month vesting on December 31, 2018. 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 Registrant if the reporting person's service to the Registrant terminates prior to vesting.

4. 856 of the shares will vest 1/48th on the first day of each month, commencing February 1, 2017, until the stock option becomes fully vested and exercisable. The remaining 2,750 shares will vest 1/12th on the first day of each month, commencing February 1, 2017, with the last month vesting on December 31, 2017. 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 Registrant if the reporting person's service to the Registrant terminates prior to vesting.

5. The stock option award is fully vested and exercisable.

/s/ Linda Marban, as Attorney-in-Fact 02/14/2020

** 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 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.

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