

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>Kazam Joshua A</u>  (Last) (First) (Middle) <u>C/O TWO RIVER GROUP HOLDINGS, LLC</u> <u>689 FIFTH AVENUE, 12TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (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) <u>11/13/2013</u>	
	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			
Common Stock	11/13/2013		J <sup>(1)</sup>		50 <sup>(1)</sup>	A	(1)	29,113 <sup>(6)</sup>	D	
Common Stock	11/20/2013		J <sup>(2)</sup>		1,875 <sup>(2)</sup>	A	(2)	30,988 <sup>(6)</sup>	D	
Common Stock								12,276 <sup>(6)</sup>	I	By Kazam Family Trust
Common Stock								3,310 <sup>(6)</sup>	I	By Spouse for Minor Child <sup>(3)</sup>
Common Stock								3,310 <sup>(6)</sup>	I	By Kash Family Foundation <sup>(4)</sup>

**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
Warrant (right to buy)	\$62.5 <sup>(7)</sup>	11/13/2013		H			988 <sup>(6)</sup>	07/07/2009	07/07/2014	Common Stock	988 <sup>(6)</sup>	(1)	0	D	
Warrant (right to buy)	\$85.5 <sup>(7)</sup>	11/13/2013		H			988 <sup>(6)</sup>	07/07/2009	07/07/2014	Common Stock	988 <sup>(6)</sup>	(1)	0	D	
Warrant (right to buy)	\$114 <sup>(7)</sup>	11/13/2013		H			1,976 <sup>(6)</sup>	07/07/2009	07/07/2014	Common Stock	1,976 <sup>(6)</sup>	(1)	0	D	
Warrant (right to buy)	\$68.75 <sup>(7)</sup>	11/13/2013		H			633 <sup>(6)</sup>	07/15/2009	07/15/2019	Common Stock	633 <sup>(6)</sup>	(1)	0	D	
Warrant (right to buy)	\$25 <sup>(7)</sup>	11/20/2013		H			1,875 <sup>(6)</sup>	(5)	(5)	Common Stock	1,875 <sup>(6)</sup>	(2)	0	D	

**Explanation of Responses:**

- The warrants issued in 2009 were cancelled in exchange for the reported number of shares of Common Stock of the Issuer.
- The warrants issued in 2012 were cancelled in exchange for the reported number of shares of Common Stock of the Issuer.
- Held by Reporting Person's spouse as custodian for the benefit of their minor child under the Uniform Gift to Minors Act. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- The Reporting Person is the Co-Trustee of the Kash Family Foundation and he and the co-trustee have the ability to vote and dispose of the shares held by the Trust. However, the Reporting Person has no pecuniary interest in the shares held by the Foundation.
- The warrants were exercisable for a period of five years beginning on the earlier of (i) the date on which a registration statement under the Securities Act of 1933, as amended, covering the shares of common stock issuable upon exercise of the warrants and the subsequent resale of such shares is declared effective by the Securities and Exchange Commission, and (ii) one year and one day after issuance.
- On November 20, 2013, the Issuer effected a 1:50 reverse split of its Common Stock. These numbers reflect the number of shares of Common Stock on a post-reverse stock split basis.
- Represents the exercise price of the warrants as adjusted to reflect the 1:50 reverse stock split that occurred on November 20, 2013.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Linda Marban, as Attorney-in-Fact 01/27/2014

\*\* 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.

**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 Linda Marbán or Karen Krasney or either of them acting singly and with full power of substitution, the undersigned's true and lawful attorney-in-fact and agent to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or holder of 10% or more of a registered class of securities of Capricor Therapeutics, Inc. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder;
2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4 and 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, 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 required, 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.

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The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to the undersigned until the earliest to occur of (a) such date that the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, and (b) the revocation by the undersigned in a signed writing delivered to the Company and each of the foregoing attorneys-in-fact.

**[SIGNATURE PAGE FOLLOWS]**

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**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 22 day of November, 2013.

/s/ Joshua Kazam  
Signature

Joshua Kazam  
Print Name

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