

HEAT BIOLOGICS, INC.
Form SC 13D/A
March 08, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

HEAT BIOLOGICS, INC.

(Name of Issuer)

Common Stock, Par Value \$0.0002 Per Share

(Title of Class of Securities)

42237K 102

(CUSIP Number)

Mr. Jeffrey Wolf

Orion Holdings V, LLC

Seed-One IV, LLC

c/o Heat Biologics, Inc.

801 Capitola Drive

Durham, NC 27713

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 7, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 9 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jeffrey Wolf

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

**NUMBER OF
SHARES**

8 1,453,283*
SHARED VOTING POWER

BENEFICIALLY

**OWNED BY
EACH**

9 0*
SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH	10	1,453,283* SHARED DISPOSITIVE POWER
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0*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,453,283*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

ii

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.41%*

14 TYPE OF REPORTING PERSON

IN

*

Based on 26,674,997 shares of common stock, par value \$0.0002 per share (the Common Shares), of Heat Biologics, Inc., a Delaware corporation (the Company), outstanding as of March 7, 2017. When Mr. Wolf filed his initial Schedule 13D on July 29, 2013, the Company had only 6,086,942 Common Shares outstanding. Mr. Wolf has never sold any Common Shares; however, the increase in the Company s outstanding Common Shares since July 2013 accounts for the decrease in the percentage of Common Shares beneficially owned by Mr. Wolf. As of the filing date of this Amendment No. 2 to Schedule 13D (Amendment No. 2), Mr. Wolf held 54,881 Common Shares directly (4,881 shares plus 50,000 restricted shares that have vested and been issued to Mr. Wolf), Orion Holdings V, LLC, a Delaware limited liability company (Orion), held 695,653 Common Shares and Seed-One Holdings VI, LLC, a Delaware limited liability company (Seed-One), held 536,862 Common Shares. Mr. Wolf serves as the managing member of both Orion and Seed-One. Mr. Wolf is deemed to beneficially own the shares held by such entities as in his role as the managing member he has the control over the voting and disposition of any shares held by these

entities. Does not include 86,957 Common Shares beneficially owned by Mr. Wolf's children's trust, of which Mr. Wolf is not the trustee. Mr. Wolf disclaims beneficial ownership of these shares except to the extent of any pecuniary interest (as defined in Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Act")) that he may have in such entities. In addition, if the Company is traded on a recognized national exchange or NASDAQ while Mr. Wolf is employed by the Company and the market capitalization of the Company is in excess of \$250 million for at least five consecutive trading days, then Mr. Wolf will be entitled to receive an additional stock option equal to 2% of the then outstanding Common Shares, with an exercise price equal to the then current market price as determined in good faith by the board of directors of the Company. In addition, as of the date of this Amendment No. 2, Mr. Wolf has been issued: (i) options to purchase an aggregate of 417,513 Common Shares, of which 165,887 shares are vested and currently exercisable or exercisable within 60 days of the date hereof and are included in the beneficial ownership of Mr. Wolf; and (ii) 200,000 restricted stock units of which 50,000 shares have vested and have been issued to Mr. Wolf. Mr. Wolf possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company beneficially owned by him, Orion and Seed-One. As a result of the foregoing, as of the filing date of this Amendment No. 2, Mr. Wolf is deemed to beneficially own an aggregate of 1,453,283 Common Shares, or 5.41% of the outstanding Common Shares.

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Orion Holdings V, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

**NUMBER OF
SHARES**

8 0*
SHARED VOTING POWER

BENEFICIALLY

**OWNED BY
EACH**

9 695,653*
SOLE DISPOSITIVE POWER

REPORTING

PERSON 0*
WITH 10 SHARED DISPOSITIVE POWER

695,653*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

695,653 *

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.61%*

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

*

Based on 26,674,997 Common Shares of the Company outstanding as of March 7, 2017. As of the filing date of this Amendment No. 2, Orion held 695,653 Common Shares. As a result of the foregoing, as of the filing date of this Amendment No. 2, Orion is deemed to beneficially own 695,653 Common Shares, or 2.61% of the outstanding Common Shares.

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Seed-One Holdings VI, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

**NUMBER OF
SHARES**

8 0*
SHARED VOTING POWER

BENEFICIALLY

**OWNED BY
EACH**

9 536,862*
SOLE DISPOSITIVE POWER

REPORTING

PERSON 0*
WITH 10 SHARED DISPOSITIVE POWER

536,862*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

536,862*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0% *

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

*

Based on 26,674,997 Common Shares outstanding as of March 7, 2017. As of the filing date of this Amendment No. 2, Seed-One held 536,862 Common Shares. As a result of the foregoing, as of the filing date of this Amendment No. 1, Seed-One is deemed to beneficially own 536,862 Common Shares, or 2.0% of the outstanding Common Shares.

Item 1.**Security and Issuer.**

This Amendment No. 2 (this Amendment No. 2) amends the Schedule 13D, dated July 29, 2013 (the Original 13D), and Amendment No. 1 to the Original 13D, dated February 9, 2017 (Amendment No. 1), each filed by Mr. Wolf, Orion, and Seed-One. Mr. Wolf, Orion and Seed-One are collectively referred to as the Reporting Persons). Capitalized terms not defined herein shall have the respective meanings ascribed to them in the Original 13D or Amendment No. 1.

The class of equity securities to which this Amendment No. 2 relates is the common stock, par value \$0.0002 per share (the Common Shares), of Heat Biologics, Inc., a Delaware corporation (the Company). The principal executive offices of the Company are located at 801 Capitola Drive, Durham, North Carolina 27713.

Item 2.**Identity and Background.**

Item 2 is hereby amended and supplemented as follows:

Mr. Wolf is the managing member of Orion and Seed-One. The address of the principal business office of Mr. Wolf and each of Orion and Seed-One is c/o Heat Biologics, Inc., 801 Capitola Drive, Durham, North Carolina 27713. The present principal occupation of Mr. Wolf is President and Chief Executive Officer of the Company.

During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), or been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which the Reporting Persons was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. Wolf is a citizen of the United States of America. Orion and Seed-One are each a limited liability company organized under the laws of the State of Delaware.

Item 3.

Source or Amount of Funds or Other Consideration.

Item 3 is hereby amended and supplemented by adding the following:

As described more fully under Item 4 below, a limited liability company of which Mr. Wolf is the manager and of which Orion and Seed-One are members has agreed to sell its stock in Pelican Therapeutics, Inc. to the Company and to receive as partial consideration for such sale shares of the Company's common stock. Orion and Seed-One used personal funds to acquire the capital stock in the limited liability company.

Item 4.

Purpose of the Transaction.

Item 4 is hereby amended and supplemented by adding the following:

On March 7, 2017, the Company entered into a Stock Purchase Agreement (the "Purchase Agreement") with Pelican Therapeutics, Inc. ("Pelican"), and holders in excess of 75.5% of the outstanding capital stock of Pelican who agreed to sell their shares in Pelican to the Company. Mr. Wolf is the Company's President, Chief Executive Officer and Chairman of the Company's board of directors. Mr. Wolf is the managing member of a limited liability company that owns 60.1% of the outstanding capital stock of Pelican and Orion and Seed-One own in the aggregate 31.6% of the membership interests of such limited liability company. The limited liability company is one of the holders of Pelican stock that has agreed to sell a minimum of 80% and a maximum of 100% of its capital stock in Pelican in order to meet a closing condition of the sale of 80% of the Pelican stock on a fully diluted basis to the Company, on the same terms as the other Pelican stockholders participating in the acquisition. If the limited liability company sells a minimum of 80% of the stock that it holds in Pelican it will receive 639,984 shares of the Company's Common Shares, 202,106 of which will be distributed to Mr. Wolf, Orion and Seed-One upon liquidation of the limited liability company. If the limited liability company sells all of the Pelican shares that it holds in Pelican it will receive 799,980 shares of the Company's Common Shares, 252,634 of which will be distributed to Mr. Wolf, Orion and

Seed-One upon liquidation of the limited liability company. The information contained in this Amendment No. 2 regarding the Purchase Agreement and the Company's acquisition of Pelican is qualified by reference to the Purchase Agreement, which is included hereto as Exhibit 2, and is incorporated herein by reference.

Item 5.

Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

As of the date hereof, the aggregate number and percentage of Common Shares deemed beneficially owned by the Reporting Persons (based on 26,674,997 Common Shares outstanding as of March 7, 2017) are as follows:

<u>(a) Common Shares deemed beneficially owned:</u>	<u>Percent of class of Common</u>
	<u>Shares:</u>
(i)	5.41%
Mr. Wolf:	2.61%
1,453,283*	
(ii)	
Orion:	
695,653*	
(iii)	2.0%
Seed-One:	
536,862*	
<u>(b) Number of Common Shares as to which Mr. Wolf has:</u>	
(i)	
Sole power to vote or to direct the vote: 1,453,283*	
(ii)	

Shared power to vote or to direct the vote: 0*

(iii)

Sole power to dispose or to direct the disposition of: 1,453,283*

(iv)

Shared power to dispose or to direct the disposition of: 0*

Number of Common Shares as to which Orion has:

(i)

Sole power to vote or to direct the vote: 0*

(ii)

Shared power to vote or to direct the vote: 695,653*

(iii)

Sole power to dispose or to direct the disposition of: 0*

(iv)

Shared power to dispose or to direct the disposition of: 695,653*

Number of Common Shares as to which Seed-One has:

(i)

Sole power to vote or to direct the vote: 0*

(ii)

Shared power to vote or to direct the vote: 536,862*

(iii)

Sole power to dispose or to direct the disposition of: 0*

(iv)

Shared power to dispose or to direct the disposition of: 536,862*

*

Based on 26,674,997 Common Shares outstanding as of March 7, 2017. When Mr. Wolf filed his initial Schedule 13D on July 29, 2013, the Company had only 6,086,942 Common Shares outstanding. Mr. Wolf has never sold any Common Shares; however, the increase in the Company's outstanding Common Shares since July 2013 accounts for the decrease in the percentage of Common Shares beneficially owned by Mr. Wolf. As of the filing date of this Amendment No. 2, Mr. Wolf is the beneficial owner of: (a) 54,881 Common Shares held directly by him; (b) 165,887 stock options to purchase 165,887 Common Shares, which options are currently exercisable or exercisable within 60 days of the date hereof; (c) 695,653 Common Shares held by Orion; and (d) 536,862 Common Shares held by Seed-One. Mr. Wolf is deemed to beneficially own the shares held by Orion and Seed-One as in his role as the managing member he has the control over the voting and disposition of any shares held by these entities. Does not include 86,957 Common Shares beneficially owned by Mr. Wolf's children's trust, of which Mr. Wolf is not the trustee. Mr. Wolf disclaims beneficial ownership of these shares except to the extent of any pecuniary interest (as defined in Rule 16a-1(a)(2) promulgated under the Act) that he may have in such entities. In addition, if the Company is traded on

a recognized national exchange or NASDAQ while Mr. Wolf is employed by us and the market capitalization of the Company is in excess of \$250 million for at least five consecutive trading days, then Mr. Wolf will be entitled to receive an additional stock option equal to 2% of the then outstanding Common Shares, at an exercise price equal to the then current market price as determined in good faith by the board of directors.

Item 6.

Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented by adding the following:

Except as otherwise set forth in this Schedule 13D, there are no contracts, arrangements, understandings or similar relationships existing with respect to the securities of the Company between the Reporting Persons and any other person or entity.

Item 7.

Material to be filed as Exhibits.

Item 7 is hereby amended and supplemented by adding the following:

Exhibit 1: Joint Filing Agreement

Exhibit 2: Stock Purchase Agreement, dated March 7, 2017, by and among Heat Biologics, Inc., Pelican Therapeutics, Inc., the stockholders of Pelican Therapeutics, Inc. party thereto (previously filed as an exhibit to the Current Report on Form 8-K with the Securities and Exchange Commission on March 8, 2017 (File No. 001-35994)).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 8, 2017

/s/ Jeffrey Wolf
Jeffrey Wolf

ORION HOLDINGS V, LLC

By: /s/ Jeffrey Wolf
Jeffrey Wolf
Managing Member

SEED-ONE HOLDINGS VI, LLC

By: /s/ Jeffrey Wolf
Jeffrey Wolf
Managing Member

Exhibit 1

JOINT FILING AGREEMENT

JOINT FILING AGREEMENT, dated as of the 8th day of March, 2017, among Jeffrey Wolf, Orion Holdings V, LLC, a Delaware limited liability company (Orion), and Seed-One Holdings VI, LLC, a Delaware limited liability company (collectively, the Reporting Persons).

WHEREAS, pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the Act), the parties hereto desire to satisfy any filing obligation under Section 13(d) of the Act by a single joint filing;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Reporting Persons hereby agree and represent as follows:

1. Amendment No. 2 to Schedule 13D with respect to the Common Stock, par value \$0.0002 per share, of Heat Biologics, Inc. (to which this Joint Filing Agreement is an exhibit) is filed on behalf of each of the Reporting Persons.
2. Each of the Reporting Persons is responsible for the timely filing of Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such Person contained therein, provided that each such Person is not responsible for the completeness or accuracy of the information concerning any of the other Reporting Persons, unless such Person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned have caused this Joint Filing Agreement to be duly executed and delivered as of the date first above written.

/s/ Jeffrey Wolf
Jeffrey Wolf

ORION HOLDINGS V, LLC

By: /s/ Jeffrey Wolf
Jeffrey Wolf
Managing Member

SEED-ONE HOLDINGS VI, LLC

By: /s/ Jeffrey Wolf
Jeffrey Wolf
Managing Member