

CAPRICOR THERAPEUTICS, INC.
 Form 4
 March 18, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GRASMICK LOUIS J

2. Issuer Name and Ticker or Trading Symbol
 CAPRICOR THERAPEUTICS, INC. [CAPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/16/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O CAPRICOR THERAPEUTICS, INC., 8840 WILSHIRE BLVD., 2ND FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BEVERLY HILLS, CA 90211

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/16/2016		P ⁽¹⁾	71,065 A \$ 2.4	77,015	D ⁽²⁾	
Common Stock	03/16/2016		P ⁽³⁾	20,304 A \$ 2.4	1,059,740	I ⁽⁴⁾	By Nancelou, Inc.

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

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number.

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants (Right to Buy)	\$ 4.5	03/16/2016		P ⁽¹⁾	35,532	09/17/2016	03/16/2019	Common Stock	35,532
Warrants (Right to Buy)	\$ 4.5	03/16/2016		P ⁽³⁾	10,152	09/17/2016	03/16/2019	Common Stock	10,152

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRASMICK LOUIS J C/O CAPRICOR THERAPEUTICS, INC. 8840 WILSHIRE BLVD., 2ND FLOOR BEVERLY HILLS, CA 90211	X			

Signatures

/s/ Linda Marban, as
Attorney-in-Fact

03/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- The Reporting Person and his spouse, tenants by the entirety, entered into a Subscription Agreement with Capricor Therapeutics, Inc. (the "Issuer") pursuant to which the Reporting Person and his spouse, tenants by the entirety, on March 16, 2016, purchased (i) 71,065 shares of the Issuer's common stock at a purchase price of \$2.40 per share, and (ii) warrants to purchase up to an aggregate of 35,532 shares of the Issuer's common stock at a purchase price of \$0.125 per share issuable upon exercise of the warrants, for an aggregate purchase price of approximately \$175,000.
- (1) These securities of the Issuer are held by the Reporting Person with his spouse as tenants by the entirety.
- (2) Nancelou, Inc. entered into a Subscription Agreement with the Issuer pursuant to which Nancelou, Inc., on March 16, 2016, purchased (i) 20,304 shares of the Issuer's common stock at a purchase price of \$2.40 per share, and (ii) warrants to purchase up to an aggregate of

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10,152 shares of the Issuer's common stock at a purchase price of \$0.125 per share issuable upon exercise of the warrants, for an aggregate purchase price of approximately \$50,000.

- (4) These securities of the Issuer are beneficially owned by Nancelou, Inc. Louis Grasmick and Nancy Grasmick, husband and wife, own 50% of Nancelou, Inc. as tenants by the entirety, and Grant Grasmick, the son of Louis Grasmick and Nancy Grasmick, owns the remaining 50% of Nancelou, Inc. Therefore, Louis Grasmick, Nancy Grasmick and Grant Grasmick are deemed to have shared voting and dispositive power with respect to the securities of the Issuer beneficially owned by Nancelou, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.