

ZIOPHARM ONCOLOGY INC  
Form SC 13D/A  
October 31, 2013

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

---

SCHEDULE 13D  
(Amendment No. 5)\*  
Under the Securities Exchange Act of 1934

ZIOPHARM ONCOLOGY, INC.

---

(Name of Issuer)

Common Stock, par value \$0.001 per share

---

(Title of Class of Securities)

98973P101

---

(CUSIP Number)

Third Security, LLC  
1881 Grove Avenue  
Radford, Virginia 24141  
Attention: Marcus E. Smith, Esq.  
(540) 633-7900

---

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

Copy to:  
Intrexon Corporation  
Attention: Legal  
20374 Seneca Meadows Parkway  
Germantown, Maryland 20876  
(301) 556-9809

---

October 29, 2013

---

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), 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.

\* 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).

---

---

CUSIP No. 89365K206 Page 2 of 6

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS

Randal J. Kirk

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF  
SHARES 1,423,252

BENEFICIALLY  
OWNED BY 8 SHARED VOTING POWER  
EACH

REPORTING 16,390,305  
PERSON WITH

9 SOLE DISPOSITIVE POWER

1,423,252

SHARED DISPOSITIVE POWER

10

16,390,305

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
17,813,557

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

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN

ROW (11)

18.2%

TYPE OF REPORTING PERSON

IN

---

14

CUSIP No. 98973P101 Page 3 of 6

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS

Intrexon Corporation  
I.R.S. IDENTIFICATION NO.:  
26-0084895

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Virginia

7 SOLE VOTING POWER

NUMBER OF  
SHARES 0  
BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY EACH  
REPORTING PERSON WITH  
16,390,305

9 SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

10  
16,390,305

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
16,390,305

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

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
16.7%

14 TYPE OF REPORTING PERSON  
CO

---

CUSIP No. 98973P101 Page 4 of 6

This Amendment No. 5 (the “Amendment”) amends and supplements the Statement on Schedule 13D, dated January 12, 2011 and filed on January 20, 2011, as amended by Amendment No. 1 dated February 3, 2011 and filed on February 11, 2011, Amendment No. 2 dated August 9, 2011 and filed on August 16, 2011, Amendment No. 3 dated January 20, 2012 and filed on January 25, 2012, and Amendment No. 4 dated November 7, 2012 and filed November 9, 2012 (the “Original Schedule 13D”), relating to the Common Stock, par value \$0.001 per share (the “Common Stock”), of ZIOPHARM Oncology, Inc., a Delaware corporation (the “Company”). Mr. Randal J. Kirk (“Mr. Kirk”) and Intrexon Corporation, a Virginia corporation (“Intrexon” and, together with Mr. Kirk, the “Reporting Persons”), are filing this Amendment to disclose the purchase by Intrexon, an affiliate of Mr. Kirk, of 2,857,143 shares of Common Stock in an underwritten public offering of the Company on October 29, 2013. Mr. Kirk could be deemed to have indirect beneficial ownership of the shares of Common Stock directly beneficially owned by Intrexon and Kapital Joe, LLC (“Kapital Joe”), a Virginia limited liability company that is managed by an affiliate that is managed by Third Security, LLC, a Virginia limited liability company that is managed by Mr. Kirk.

Except as set forth below, there are no changes to the information set forth in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Schedule 13D is hereby amended and supplemented as follows:

On October 29, 2013, Intrexon utilized its working capital to purchase 2,857,143 shares of Common Stock in an underwritten public offering of the Company, for an aggregate purchase price of approximately \$10,000,000, or \$3.50 per share.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (b) of the Original Schedule 13D are hereby amended and restated to read in their entirety as follows:

(a) and (b) See Items 11 and 13 of the cover pages to this Statement for the aggregate number of shares and percentage of issued and outstanding shares of Common Stock of the Company owned by the Reporting Persons. The percentage ownership is calculated based on 83,696,029 shares of Common Stock issued and outstanding as of October 14, 2013, as disclosed by the Company as of such date in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2013, increased by 14,300,000 shares of Common Stock issued in the underwritten public offering, and 16,667 shares of Common Stock issuable upon exercise of stock options directly owned by Mr. Kirk that are currently exercisable.

Reporting Person	Amount of Common Stock Beneficially Owned	Percent of Class	Sole Power to Vote or Direct the Vote	Shared Power to Vote or Direct the Vote	Sole Power to Dispose or Direct the Disposition	Shared Power to Dispose or Direct the Disposition
Randal J. Kirk <sup>(1)</sup>	17,813,557	18.2%	1,423,252	16,390,305	1,423,252	16,390,305
Intrexon Corporation	16,390,305	16.7%	—	16,390,305	—	16,390,305

(1) Includes 1,346,462 shares of Common Stock held by Kapital Joe.

CUSIP No. 98973P101 Page 5 of 6

Mr. Kirk could be deemed to have indirect beneficial ownership of the shares of Common Stock directly beneficially owned by Intrexon and Kapital Joe.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated as of October 31, 2013, by and between Mr. Kirk and Intrexon

---



SIGNATURES

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

Date: October 31, 2013

/s/ Randal J. Kirk  
Randal J. Kirk

INTREXON  
CORPORATION

By: /s/ Randal J. Kirk  
Randal J. Kirk  
Chief Executive Officer

---

EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement, dated as of October 31, 2013, by and between Mr. Kirk and Intrexon

---