

AquaBounty Technologies, Inc.
 Form 4
 January 20, 2017

FORM 4

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

OMB APPROVAL

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

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 *
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol
**AquaBounty Technologies, Inc.
 [AQB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

01/18/2017

(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
 X Form filed by More than One Reporting Person

RADFORD, VA 24141

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | | 1,776,557 ⁽¹⁾ | D | <u>(1)</u> 2,740,174 | I | by Intrexon ⁽³⁾ |
| Common Stock | 01/18/2017 | | P ⁽²⁾ | | 2,421,073 | A | \$ 10.33 5,161,247 | I | by Intrexon ⁽³⁾ |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | | 5,775 ⁽¹⁾ | A | <u>(1)</u> 5,775 | I | by Third Security ⁽⁴⁾ |
| Common | 01/18/2017 | | J ⁽¹⁾ | | 79,288 ⁽¹⁾ | A | <u>(1)</u> 79,288 | I | by R.J. |

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| Stock | | | | | | | | Kirk DOT (4) |
|--------------|------------|------|------------|---|-----|--------|---|----------------------------|
| Common Stock | 01/18/2017 | J(1) | 4,659 (1) | A | (1) | 4,659 | I | by Staff 2001 (4) |
| Common Stock | 01/18/2017 | J(1) | 20 (1) | A | (1) | 20 | I | by Lotus (4) |
| Common Stock | 01/18/2017 | J(1) | 2,080 (1) | A | (1) | 2,080 | I | by JPK 2008 (4) |
| Common Stock | 01/18/2017 | J(1) | 2,095 (1) | A | (1) | 2,095 | I | by MGK 2008 (4) |
| Common Stock | 01/18/2017 | J(1) | 1,708 (1) | A | (1) | 1,708 | I | by ZSK 2008 (4) |
| Common Stock | 01/18/2017 | J(1) | 10,784 (1) | A | (1) | 10,784 | I | by JPK 2009 (4) |
| Common Stock | 01/18/2017 | J(1) | 12,726 (1) | A | (1) | 12,726 | I | by MGK 2009 (4) |
| Common Stock | 01/18/2017 | J(1) | 1,132 (1) | A | (1) | 1,132 | I | by ZSK 2009 (4) |
| Common Stock | 01/18/2017 | J(1) | 12,617 (1) | A | (1) | 12,617 | I | by JPK 2012 (4) |
| Common Stock | 01/18/2017 | J(1) | 2,021 (1) | A | (1) | 2,021 | I | by Kellie L. Banks LTT (4) |
| Common Stock | 01/18/2017 | J(1) | 1,770 (1) | A | (1) | 1,770 | I | by Senior Staff 2006 (4) |
| Common Stock | 01/18/2017 | J(1) | 885 (1) | A | (1) | 885 | I | by Staff 2006 (4) |
| Common Stock | 01/18/2017 | J(1) | 295 (1) | A | (1) | 295 | I | by Incentive 2006 (4) |
| Common Stock | 01/18/2017 | J(1) | 99,537 (1) | A | (1) | 99,537 | I | by Kapital Joe (5) |
| Common Stock | 01/18/2017 | J(1) | 82,083 (1) | A | (1) | 82,083 | I | by Mascara Kaboom (5) |
| Common Stock | 01/18/2017 | J(1) | 880 (1) | A | (1) | 880 | I | by Sr. Staff (5) |
| Common Stock | 01/18/2017 | J(1) | 3,199 (1) | A | (1) | 3,199 | I | by ADC 2010 (5) |
| | 01/18/2017 | J(1) | 14,076 (1) | A | (1) | 14,076 | I | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|------------------------|---|------------|---------|----------------------------|-------------------------------------|
| Common Stock | | | | | | | | by MGK 2011 ⁽⁵⁾ | |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | 20,306 ⁽¹⁾ | A | <u>(1)</u> | 20,306 | I | by Senior Staff 2008 ⁽⁵⁾ |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | 20,306 ⁽¹⁾ | A | <u>(1)</u> | 20,306 | I | by Staff 2010 ⁽⁵⁾ |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | 10,153 ⁽¹⁾ | A | <u>(1)</u> | 10,153 | I | by Incentive 2010 ⁽⁵⁾ |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | 338,816 ⁽¹⁾ | A | <u>(1)</u> | 338,816 | I | by NRM V ⁽⁵⁾ |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | 199,682 ⁽¹⁾ | A | <u>(1)</u> | 199,682 | I | by NRM VI Holdings ⁽⁵⁾ |
| Common Stock | 01/18/2017 | | J ⁽¹⁾ | 3,637 ⁽¹⁾ | A | <u>(1)</u> | 3,637 | I | by NRM VII Holdings ⁽⁵⁾ |

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

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SEC 1474 (9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141 | | X | | |
| INTREXON CORP C/O LEGAL DEPARTMENT 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876 | | X | | |

Signatures

/s/ Randal J. Kirk 01/20/2017
 __Signature of Reporting Person Date

/s/ Randal J. Kirk, CEO of Intrexon Corporation 01/20/2017
 __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).
- (1) Intrexon Corporation ("Intrexon") declared a dividend of shares of AquaBounty Technologies, Inc. common stock held by it to its holders of record as of January 9, 2017 (the "Distribution").
- In connection with the Distribution, Intrexon entered into a Stock Purchase Agreement with the issuer on November 7, 2016, pursuant to
- (2) which Intrexon purchased 2,421,073 shares of common stock of the issuer in a private placement transaction on the date of the Distribution.
- Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by Intrexon. Shares
- (3) held by Intrexon may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Randal J. Kirk controls each of Third Security, R.J. Kirk DOT, Third Security Staff 2001 LLC ("Staff 2001"), Lotus Capital (2000) Company Inc. ("Lotus"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("ZSK 2009"), JPK 2012, LLC ("JPK 2012"), Kellie L. Banks
- (4) (2009) Long Term Trust ("Kellie L. Banks LTT"), Third Security Senior Staff 2006 LLC ("Senior Staff 2006"), Third Security Staff 2006 LLC ("Staff 2006") and Third Security Incentive 2006 LLC ("Incentive 2006"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Randal J. Kirk controls each of Kapital Joe, LLC ("Kapital Joe"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff LLC ("Sr. Staff"), ADC 2010, LLC ("ADC 2010"), MGK 2011, LLC ("MGK 2011"), Third Security Senior Staff 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), New River
- (5) Management V, LP ("NRM V"), NRM VI Holdings I, LLC ("NRM VI Holdings") and NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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.