

Mahatme Sandesh
Form 4
October 26, 2018

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 *
Mahatme Sandesh

2. Issuer Name and Ticker or Trading Symbol
Sarepta Therapeutics, Inc. [SRPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
215 FIRST STREET, SUITE 415

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & CBO

(Street)
CAMBRIDGE, MA 02142

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

(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 | 10/24/2018 | | M ⁽¹⁾ | 9,596 A \$ 23.85 | 48,381 | D | |
| Common Stock | 10/24/2018 | | M ⁽¹⁾ | 39,006 A \$ 13.9 | 87,387 | D | |
| Common Stock | 10/24/2018 | | M ⁽¹⁾ | 29,080 A \$ 13.71 | 116,467 | D | |
| Common Stock | 10/24/2018 | | M ⁽¹⁾ | 11,718 A \$ 13.71 | 128,185 | D | |
| Common Stock | 10/24/2018 | | S ⁽¹⁾ | 107,524 D \$ 127.74 | 20,661 | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|---|--------|---|------|--------|---|---------|
| Common Stock | 10/24/2018 | G ⁽³⁾ | V | 12,012 | D | \$ 0 | 8,649 | D | |
| Common Stock | 10/24/2018 | G ⁽³⁾ | V | 12,012 | A | \$ 0 | 12,012 | I | By wife |

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

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 control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 23.85 | 10/24/2018 | | M ⁽¹⁾ | 9,596 | ⁽⁴⁾ 11/05/2022 | Common Stock | 9,596 |
| Stock Option (right to buy) | \$ 13.9 | 10/24/2018 | | M ⁽¹⁾ | 39,006 | ⁽⁵⁾ 02/27/2025 | Common Stock | 39,006 |
| Stock Option (right to buy) | \$ 13.71 | 10/24/2018 | | M ⁽¹⁾ | 29,080 | ⁽⁶⁾ 02/28/2026 | Common Stock | 29,080 |
| Stock Option (right to buy) | \$ 13.71 | 10/24/2018 | | M ⁽¹⁾ | 11,718 | ⁽⁷⁾ 02/28/2026 | Common Stock | 11,718 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mahatme Sandesh
215 FIRST STREET, SUITE 415
CAMBRIDGE, MA 02142

EVP, CFO & CBO

Signatures

/s/ David Tyrone Howton, as attorney-in-fact for Sandesh
Mahatme

10/26/2018

__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) These trades were made pursuant to a Rule 10b5-1 trading plan.
The shares were sold in multiple transactions at prices ranging from \$120.87 to \$134.39, inclusive. The reporting person undertakes to provide to Sarepta Therapeutics, Inc., any security holder of Sarepta Therapeutics, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth herein.
- (2) This transaction involved a gift of securities by the reporting person to his wife.
- (3) The option to purchase shares is fully vested.
- (4) The option vests based on time criteria (25% of the total option on 2/27/2016 and 1/48th of the total option in equal monthly installments thereafter).
Half of the total options granted began vesting when the FDA provided marketing approval for eteplirsen on 9/19/2016 and the other half of the total options granted began vesting when Sarepta Therapeutics, Inc. filed a Marketing Authorization Application with the European Medicines Agency on 11/30/2016. Vesting of the options allocated to the achievement of each goal is as follows: (i) 50% of the options allocated to the achieved goal vested immediately upon achievement of the performance condition (25% of the total performance-based options granted) and (ii) the remaining 50% of the options allocated to the achieved goal (25% of the total performance-based options granted) vest over four years. 25% of the remaining options vested on the first year anniversary of the grant date, or 2/28/2017 and 1/48th of the remaining options vests monthly thereafter.
- (5) The option vests based on time criteria (25% of the total option on 2/29/2017 and 1/48th of the total option in equal monthly installments thereafter).
- (6)
- (7)

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.