

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>INGRAM DOUGLAS S</u> (Last) (First) (Middle) <u>215 FIRST STREET, SUITE 415</u> (Street) <u>CAMBRIDGE MA 02142</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sarepta Therapeutics, Inc. [SRPT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/26/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/26/2017		A		335,000 ⁽¹⁾	A	\$0.00	335,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$34.65	06/26/2017		A		3,300,000		(2)	06/26/2027 ⁽³⁾	Common Stock	3,300,000	\$0.00	3,300,000	D	

Explanation of Responses:

- Represents shares of restricted stock. Twenty-five percent of the shares will vest on June 26, 2018 and one thirty-sixth of the remaining unvested shares will vest on each monthly anniversary of June 26 thereafter, ending on June 26, 2021, in each case subject to the Reporting Person's continued service to the Issuer or a subsidiary thereof from the date of grant through each applicable vesting date.
- On June 26, 2022, subject to the Reporting Person's continued service to the Issuer or a subsidiary thereof from the date of grant through such date, a percentage of the stock options will vest based on the extent to which the compounded annual growth rate ("CAGR") of the Issuer's stock price from June 26, 2017 (based on the closing price on such date) through June 26, 2022 (based on the average of the closing price of the Issuer's common stock on the 20 days immediately preceding such date) exceeds the CAGR of the NASDAQ Biotech Index (or any successor index) during the same period.
- In certain situations, the stock options will expire within twelve months of such situation, but in no event will the stock options be exercisable after June 26, 2027.

Remarks:

/s/ David Tyrone Howton, as
Attorney-in-Fact for Douglas S. Ingram 06/28/2017

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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