

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Howton David T</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Counsel</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
215 FIRST STREET, SUITE 415			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CAMBRIDGE MA 02142</u>								
(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	07/20/2017		M		19,056 ⁽¹⁾	A	\$13.71	41,357	D	
Common Stock	07/20/2017		S		19,056 ⁽¹⁾	D	\$41	22,301	D	
Common Stock	07/20/2017		M		5,944 ⁽¹⁾	A	\$13.71	28,245	D	
Common Stock	07/20/2017		S		5,944 ⁽¹⁾	D	\$41	22,301	D	
Common Stock	07/21/2017		M		324	A	\$13.71	22,625	D	
Common Stock	07/21/2017		M		676	A	\$23.85	23,301	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				
Non-Qualified Stock Options (right to buy)	\$13.71	07/20/2017		M		19,056 ⁽¹⁾		02/28/2017	02/28/2026	Common Stock	19,056	\$13.71	10,527	D	
Non-Qualified Stock Options (right to buy)	\$13.71	07/20/2017		M		5,944 ⁽¹⁾		02/28/2017	02/28/2026	Common Stock	5,944	\$13.71	19,146	D	
Incentive Stock Option (right to buy)	\$13.71	07/21/2017		M		324 ⁽²⁾		02/28/2017	02/28/2026	Common Stock	324	\$13.71	93	D	
Incentive Stock Option (right to buy)	\$23.85	07/21/2017		M		676 ⁽³⁾		11/05/2013	11/05/2022	Common Stock	676	\$23.85	15,092	D	

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person, on May 18, 2017, accordingly, the reporting person had no discretion with regards to the timing of the transaction.
- Half of the options begin vesting in the event the FDA provides marketing approval for eteplirsen as of the applicable PDUFA date and the other half of the options begin vesting in the event Sarepta files a Marketing Authorization Application with the EMEA prior to December 31, 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 vests 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) vests over four years with 25% of these remaining options vesting on the first year anniversary of the grant date and 1/48th of these remaining options vesting monthly thereafter.
- 25% of the option became exercisable on the first anniversary of the date of hire (11/05/2012) and 1/48th of the total granted option became exercisable on each monthly anniversary thereafter, such that the option became fully exercisable on the fourth anniversary of the date of hire.

Remarks:

David Tyrone Howton

07/21/2017

** 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.

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 Number.