

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES****OMB APPROVAL**

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

<b>1. Name and Address of Reporting Person*</b> <u>Ruff Shamim</u>  (Last) (First) (Middle) <u>215 FIRST STREET</u> <u>SUITE 415</u>  (Street) <u>CAMBRIDGE MA</u> <u>02142</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>09/20/2016</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Sarepta Therapeutics, Inc. [ SRPT ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Regulatory Affairs &amp; Qual</u>  <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	20,239 <sup>(1)(2)(3)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Incentive Stock Options (right to buy)	02/28/2017 <sup>(4)</sup>	02/28/2026	Common Stock	1,042	13.71	D	
Incentive Stock Options (right to buy)	02/28/2017 <sup>(5)</sup>	02/28/2026	Common Stock	348	13.71	D	
Incentive Stock Options (right to buy)	02/27/2016 <sup>(4)</sup>	02/27/2025	Common Stock	6,603	13.9	D	
Incentive Stock Options (right to buy)	05/06/2016 <sup>(4)</sup>	05/06/2025	Common Stock	5,856	14.76	D	
Incentive Stock Options (right to buy)	01/02/2014 <sup>(6)</sup>	01/02/2023	Common Stock	13,097	26.24	D	
Incentive Stock Options (right to buy)	02/28/2015 <sup>(4)</sup>	02/28/2024	Common Stock	750	29.03	D	
Incentive Stock Options (right to buy)	06/04/2014 <sup>(4)</sup>	06/04/2023	Common Stock	1,611	34.92	D	
Non-Qualified Stock Options (right to buy)	02/28/2017 <sup>(4)</sup>	02/28/2026	Common Stock	23,958	13.71	D	
Non-Qualified Stock Options (right to buy)	02/28/2017 <sup>(5)</sup>	02/28/2026	Common Stock	24,652	13.71	D	
Non-Qualified Stock Options (right to buy)	02/27/2016 <sup>(4)</sup>	02/27/2025	Common Stock	16,797	13.9	D	
Non-Qualified Stock Options (right to buy)	05/06/2016 <sup>(4)</sup>	05/06/2025	Common Stock	54,144	14.76	D	
Non-Qualified Stock Options (right to buy)	01/02/2014 <sup>(6)</sup>	01/02/2023	Common Stock	66,903	26.24	D	
Non-Qualified Stock Options (right to buy)	02/28/2015 <sup>(4)</sup>	02/28/2024	Common Stock	17,250	29.03	D	
Non-Qualified Stock Options (right to buy)	06/04/2014 <sup>(4)</sup>	06/04/2023	Common Stock	16,389	34.92	D	
Non-Qualified Stock Options (right to buy)	06/04/2014 <sup>(7)</sup>	06/04/2023	Common Stock	14,400	34.92	D	

**Explanation of Responses:**

1. Includes 16,875 Restricted Stock Awards vest upon the Company exceeding \$80 million in total revenue reported in publicly released GAAP financials, in any fiscal quarter between grant date and June 30, 2018, with an additional 3,825 Restricted Stock Awards vesting during the same period if the total revenue reported in the publicly released GAAP financials exceeds \$100 million. The Company will withhold the shares to satisfy the executive's tax obligation upon vesting.

2. Includes 542 Restricted Stock Award granted on September 19, 2016 which vests 100% six months from the date of grant. The Company will withhold the shares to satisfy the executive's tax obligation upon vesting.

3. Includes shares acquired under the Sarepta Therapeutics, Inc. 2013 Employee Stock Purchase Plan, 1600 shares were acquired at a price of \$11.4665.

4. 25% of the option granted vests and is exercisable on the first anniversary of the date of grant and 1/48th of the total granted option will vest and become exercisable on each monthly anniversary thereafter, such that the option will be fully vested and exercisable on the fourth anniversary of the date of grant.

5. 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.

6. 25% of the option granted vests and is exercisable on the first anniversary of the date of hire and 1/48th of the total granted option will vest and become exercisable on each monthly anniversary thereafter, such that the option will be fully vested and exercisable on the fourth anniversary of the date of hire.

7. In the event of the achievement of certain performance milestones prior to January 1, 2017, the shares subject to the option will vest and become exercisable with respect to 1/4th of the total number of shares subject to the option on June 4, 2014 and 1/48th of the original number of shares subject to the option monthly thereafter, subject to continued service with the Issuer.

**Remarks:**

/s/David Tyrone Howton, as  
Attorney-in-Fact for Shamim 09/30/2016  
Ruff

\*\* 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 5 (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.**

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Edward M. Kaye MD, Sandesh Mahatme, David Tyronne Howton and Michael Flanagan, and their respective successors, and each of them her true and lawful attorney-in-fact and agent with full power of substitution, signing singly, for her and in her name, place and stead, in any and all capacities, to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") or any rule or regulation of the SEC;
2. complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sarepta Therapeutics, Inc. (the "Company") and/or 10% holder of the Company's capital stock, Forms 3, 4, 5 and Form ID, any other forms, and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules and regulations thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or Form ID, or any other forms, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5, Form ID or any other form (including amendments thereto) and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22 day of September, 2016.

Signature:   /s/ Shamim Ruff    
Shamim Ruff