SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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1. Name and Address of Reporting Person* **Howton David T**	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) 09/19/2016	Director 10% Owner X Officer (give title below) Other (specify below) **SVP, General Counsel**
(Street) **CAMBRIDGE MA 02142**	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	09/19/2016		M		8,000[1]	A	$13.9	11,168	D	
Common Stock	09/19/2016		S		8,000[1]	D	$50	3,168	D	
Common Stock	09/19/2016		A		464[2]	A	$0.00	3,632	D	
Common Stock	09/19/2016		A		19,125[3]	A	$0.00	22,757	D	
Common Stock	09/19/2016		S		1,304[1]	D	$50	21,453	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)	$13.9	09/19/2016		M			8,000[1]	02/27/2016	02/27/2025	Common Stock	8,000	$13.9	72,007	D	

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person, on March 16, 2016, accordingly, the reporting person had no discretion with regards to the timing of the transaction.

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

3. 15,300 RSAs 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 RSAs 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.

Remarks:

David Tyronne Howton   09/21/2016

** 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.