SEC Form 4

FORM 4

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

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

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)	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2016	Director	10% Owner
215 FIRST STREET, SUITE 415		X Officer (give title below)	Other (specify below)
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Senior Vice President, CFO	
CAMBRIDGE MA 02142		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)		X Form filed by One Reporting Person Form filed by More than One Reporting Person	

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	11/09/2016		M		1,000	A	$23.85	32,532[(1)]	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				
Incentive Stock Option (right to buy)	$23.85	11/09/2016		M			1,000	[(2)]	11/05/2022	Common Stock	1,000	$0.00	15,768	D	

Explanation of Responses:

1. Includes 15,300 Restricted Stock Award ("RSA") that will 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, and an additional 3,825 RSAs that will vest during the same period if the total revenue reported in the publicly released GAAP financials exceeds $100 million.

2. 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:

/s/David Tyronne Howton, as Attorney-in-Fact for Sandesh Mahatme   11/10/2016

** 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.