

INTREXON CORP
Form S-1MEF
August 07, 2013

As filed with the Securities and Exchange Commission on August 7, 2013.

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

Intrexon Corporation

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

8731
(Primary Standard Industrial
Classification Code Number)
20374 Seneca Meadows Parkway

26-0084895
(I.R.S. Employer
Identification Number)

Germantown, Maryland 20876

Telephone: (301) 556-9900

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Randal J. Kirk

Edgar Filing: INTREXON CORP - Form S-1MEF

Chairman of the Board, President and Chief Executive Officer

Intrexon Corporation

222 Lakeview Avenue

Suite 1400

Palm Beach, Florida 33401

Telephone: (561) 855-7831

(Name, address, including zip code, and telephone number, including area code, of agent for service)

John Owen Gwathmey	Copies to: Donald P. Lehr	Mitchell S. Bloom
David I. Meyers	Chief Legal Officer	Michael H. Bison
Troutman Sanders LLP	Intrexon Corporation	Michael D. Maline
1001 Haxall Point	20374 Seneca Meadows Parkway	Goodwin Procter LLP
Richmond, Virginia 23219	Germantown, Maryland 20876	Exchange Place
Telephone: (804) 697-1200	Telephone: (301) 556-9809	Boston, Massachusetts 02109
		Telephone: (617) 570-1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-189853

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer "

Accelerated filer "

Edgar Filing: INTREXON CORP - Form S-1MEF

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common stock, no par value	1,916,665	\$16.00	\$30,666,640	\$4,183

- (1) Represents only the additional number of shares being registered and includes 249,999 shares of common stock issuable upon exercise of the underwriters option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-189853).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$153,333,328 on a Registration Statement on Form S-1 (File No. 333-189853), which was declared effective by the Securities and Exchange Commission on August 7, 2013. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$16.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act). The contents of the Registration Statement on Form S-1 (File No. 333-189853) filed by Intrexon Corporation with the Securities and Exchange Commission (the Commission) pursuant to the Securities Act, which was declared effective by the Commission on August 7, 2013, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Blacksburg, Commonwealth of Virginia, on August 7, 2013.

INTREXON CORPORATION

By: /s/ RANDAL J. KIRK
Randal J. Kirk

*Chief Executive Officer and Chairman of the Board
of Directors*

Signature	Title	Date
/s/ RANDAL J. KIRK	Chief Executive Officer and Chairman of the Board of Directors	August 7, 2013
Randal J. Kirk	(Principal Executive Officer)	
/s/ RICK STERLING	Chief Financial Officer	August 7, 2013
Rick Sterling	(Principal Accounting and Financial Officer)	
*		August 7, 2013
Cesar L. Alvarez	Director	
*		August 7, 2013
Steven Frank	Director	
*		August 7, 2013
Larry D. Horner	Director	
*		August 7, 2013
Jeffrey B. Kindler	Director	
*		August 7, 2013
Dean J. Mitchell	Director	
*		August 7, 2013
Thomas D. Reed	Chief Science Officer and Director	
*		August 7, 2013
Robert B. Shapiro	Director	

Edgar Filing: INTREXON CORP - Form S-1MEF

*By: /s/ RANDAL J. KIRK
Randal J. Kirk
Attorney-in-fact

II-1

Exhibit index

Exhibit number	Description of exhibit
5.1	Opinion of Troutman Sanders LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of PricewaterhouseCoopers LLP
23.4	Consent of McGladrey LLP
23.5	Consent of Caturano and Company, Inc.
23.6	Consent of Troutman Sanders LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-189853), originally filed with the Securities and Exchange Commission on July 9, 2013 and incorporated by reference herein.