SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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

FW Heat Investors I P			Date of Event R tement (Month/ 23/2013		3. Issuer Name and Ticker or Trading Symbol HEAT BIOLOGICS, INC. [HTBX]					
(Last)	(First)	(Middle)			4. Relationship of Reporting Person(s (Check all applicable)	s) to Issuer		5. If Amendment, Date of Original Filed (Month/Day/Year)		
201 MAIN STREET SUITE 3100 (Street) FORT WORTH TX 76102					Director X Officer (give title	Other (speci		6. Individual or Joint/Group Filing (Check Applicable Line)		
					below)	below)				
								Form filed by Person	y More than One Reporting	
(City)	(State)	(Zip)								
			fable I - No	n-Deriva	tive Securities Beneficially	Owned				
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership4. NForm: Direct (D) or5)Indirect (I) (Instr. 5)		Nature of Indirect Beneficial Ownership (Instr.			
		(e.			ve Securities Beneficially Ov ants, options, convertible se					
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Derivative Security (Instr. 4)	Underlying	4. Conversion or Exercise	ise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)		
Series B-1 P	referred Stock, p	ar value \$0.0001 per share	03/25/2013	(2)	Common Stock, \$0.0002 par	^r 434,936	(1)	D		

Explanation of Responses:

1. FW Heat Investors, L.P.'s ("Heat Investors") shares of Series B-1 Preferred Stock, par value \$0.0001 per share (the "Preferred Shares"), will automatically convert upon the consummation of a qualified initial public offering into 434,936 shares of common stock, par value \$0.0002 per share (the "Common Stock"). The voting and disposition of the Preferred Shares are controlled by Heat Investors' general partner, FW Heat GenPar, LLC ("GenPar"). GenPar's voting and disposition is decisions are further controlled by its sole member RMB Holdings, LLC ("Holdings"), Holdings' member Live Oak UAD 3/25/2010 (the "Trust") and the Trusts' trustees, Robert M. Bass and Anne T. Bass. The above conversion amount reflects the reverse stock split effected on May 29, 2013. Each of GenPar, Holdings, the Trust and each of the trustees disclaims his, her or its beneficial ownership except to the extent of his, her or its pecuniary interest.

value per share

2. The Preferred Shares will not expire but will be automatically converted upon the consummation of a qualified initial public offering, which is a public offering with aggregate net proceeds to the issuer of at least \$15 million.

/s/ Jay H. Hebert, Vice President of FW Heat GenPar, LLC, general 07/23/2013 partner of FW Heat Investors, L.P. Date

** Signature of Reporting Person

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.