

INTREXON CORP  
Form S-8  
June 17, 2014

As filed with the Securities and Exchange Commission on June 17, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**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)**

**26-0084895**  
**(I.R.S. Employer**  
**Identification No.)**

**20876**

**20374 Seneca Meadows Parkway, Germantown,  
Maryland**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Intrexon Corporation Amended and Restated 2013 Omnibus Incentive Plan**

**(Full title of the plan)**

**Randal J. Kirk**

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

**Intrexon Corporation**

**222 Lakeview Avenue, Suite 1400, Palm Beach, Florida 33401**

**(Name and address of agent for service)**

**(561) 410-7000**

**(Telephone number, including area code, of agent for service)**

*Copies of all correspondence to:*

**John Owen Gwathmey**

**David I. Meyers**

**Troutman Sanders LLP**

**1001 Haxall Point**

**Richmond, Virginia 23219**

**(804) 697-1200**

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 definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)Smaller reporting company **CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, no par value	3,000,000	\$24.41 <sup>(2)</sup>	\$73,230,000	\$9,432.02

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers such indeterminable number of additional shares of the Registrant's common stock, no par value (the Common Stock), as may become issuable to prevent dilution in the event of stock splits, stock dividends, recapitalizations or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act, and is based upon the average of high and low sales prices of the Common Stock on The New York Stock Exchange on June 10, 2014.

**REGISTRATION OF ADDITIONAL SECURITIES**

Intrexon Corporation (the Company) is hereby registering 3,000,000 additional shares of its common stock, no par value per share (the Common Stock), for issuance under the Intrexon Corporation Amended and Restated 2013 Omnibus Incentive Plan (the 2013 Plan). The registration statement on Form S-8 (Registration No. 333-190614, the Prior 2013 Plan Registration Statement), as filed with the Securities and Exchange Commission on August 14, 2013, relating to the same class of securities and the same benefit plan is currently effective and, in accordance with Instruction E of the General Instructions to Form S-8, the contents of the Prior 2013 Plan Registration Statement, to the extent they relate to the 2013 Plan and the shares of Common Stock issuable thereunder, are incorporated herein by reference.

**ITEM 8 Exhibits.**

Reference is made to the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Blacksburg, Commonwealth of Virginia, on June 17, 2014.

**INTREXON CORPORATION**

By: /s/ Randal J. Kirk  
 Randal J. Kirk  
 Chief Executive Officer and Chairman of the  
 Board of Directors

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Randal J. Kirk, Rick Sterling and Donald P. Lehr, and each of them, as his true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable Intrexon Corporation to comply with the Securities Act of 1933, as amended (the Securities Act), and any requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with the filing with the Commission of this Registration Statement on Form S-8 under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, Registration Statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Randal J. Kirk Randal J. Kirk	Chief Executive Officer and Chairman of the Board of Directors  (Principal Executive Officer)	June 17, 2014
/s/ Rick Sterling Rick Sterling	Chief Financial Officer (Principal Accounting and Financial Officer)	June 17, 2014

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/s/ Cesar L. Alvarez Cesar L. Alvarez	Director	June 17, 2014
Steven Frank	Director	
/s/ Larry D. Horner Larry D. Horner	Director	June 17, 2014
/s/ Jeffrey B. Kindler Jeffrey B. Kindler	Director	June 17, 2014
/s/ Dean J. Mitchell Dean J. Mitchell	Director	June 17, 2014
/s/ Robert B. Shapiro Robert B. Shapiro	Director	June 17, 2014
/s/ James S. Turley James S. Turley	Director	June 17, 2014

**EXHIBIT INDEX**

<b>Exhibit</b>	
<b>Number</b>	<b>Description</b>
4.1	Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-189853)).
4.2	Eighth Amended and Restated Investors' Rights Agreement, dated March 1, 2013, by and among the Registrant and the holders of the Registrant's series preferred and certain holders of the Registrant's common stock and Joinder thereto (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-189853)).
5.1	Opinion of Troutman Sanders LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of McGladrey LLP.
23.3	Consent of Troutman Sanders LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).
10.1	Intrexon Corporation Amended and Restated 2013 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on June 13, 2014).