

HEAT BIOLOGICS, INC.
Form SC 13G
May 14, 2018

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

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment No.
)*

Heat Biologics,
Inc.
(Name of Issuer)

Common Stock,
par value
\$0.0002 per
share
(Title of Class of
Securities)

42237K300
(CUSIP Number)

May 3, 2018
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to

which this
Schedule 13G is
filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 8
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS
2	Highbridge Capital Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	State of Delaware
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6	SOLE VOTING POWER
7	0 SHARED VOTING POWER
8	445,000 shares of Common Stock (including 345,000 shares of Common Stock issuable upon exercise of warrants) SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
	445,000 shares of Common

Stock
(including
345,000 shares
of Common
Stock issuable
upon exercise
of warrants)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

445,000 shares of
Common Stock
(including 345,000
shares of Common
Stock issuable upon
exercise of warrants)

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

4.09%
TYPE OF
REPORTING
PERSON

12

IA, OO

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1	NAMES OF REPORTING PERSONS
2	1992 MSF International Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
3	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Cayman Islands, British West Indies
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 0 SHARED VOTING POWER
5	445,000 shares of Common Stock (including 345,000 shares of Common Stock issuable upon exercise of warrants)
6	SOLE DISPOSITIVE POWER
7	0 SHARED DISPOSITIVE POWER
8	

445,000 shares
of Common
Stock
(including
345,000 shares
of Common
Stock issuable
upon exercise
of warrants)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

445,000 shares of
Common Stock
(including 345,000
shares of Common
Stock issuable upon
exercise of warrants)

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

4.09%
TYPE OF
REPORTING
PERSON

12

OO

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Item 1(a). NAME OF ISSUER:

The name of the issuer is Heat Biologics, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 801 Capitola Drive, Durham, North Carolina 27713.

Item 2(a). NAME OF PERSON FILING:

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Item 2(c). CITIZENSHIP:

This statement is filed by:

Highbridge Capital Management, LLC

40 West 57th Street, 32nd Floor

(i)

New York, New York 10019

Citizenship: State of Delaware

1992 MSF International Ltd.

c/o Highbridge Capital Management, LLC

(ii) 40 West 57th Street, 32nd Floor

New York, New York 10019

Citizenship: Cayman Islands

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.0002 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

42237K300

**Item IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK
3. WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act,
- (b) " Bank as defined in Section 3(a)(6) of the Act,
- (c) " Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) " Investment Company registered under Section 8 of the Investment Company Act of 1940,

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- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) "Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) "Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act,
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J),
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item OWNERSHIP.
4.

- (a) Amount beneficially owned:

As of the date hereof, (i) 1992 MSF International Ltd. may be deemed to beneficially own 445,000 shares of Common Stock (including 345,000 shares of Common Stock issuable upon exercise of warrants) and (ii) Highbridge Capital Management, LLC, as the trading manager of 1992 MSF International Ltd., may be deemed to be the beneficial owner of the 445,000 shares of Common Stock (including 345,000 shares of Common Stock issuable upon exercise of warrants) held by 1992 MSF International Ltd.

- (b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 10,538,919 shares of Common Stock reported to be outstanding, as reported in the Company's Prospectus filed pursuant to Rule 424(b)(4) filed with the Securities and Exchange Commission on May 4, 2018 and the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 4, 2018, after giving effect to the completion of the offering and the full exercise of the underwriters' over-allotment option, as described therein, and assumes the exercise of the reported warrants. Therefore, as of the date hereof, (i) 1992 MSF International Ltd. may be deemed to beneficially own approximately 4.09% of the outstanding shares of Common Stock and (ii) Highbridge Capital Management, LLC may be deemed to beneficially own approximately 4.09% of the outstanding shares of Common Stock.

On the date of the event which requires the filing of this Schedule 13G, each of the Reporting Persons may have been deemed to be the beneficial owner of more than five percent of the shares of Common Stock.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock held by 1992 MSF International Ltd.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See Item 4(a)

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct

the disposition of

See Item 4(a)

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ý

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each Reporting Person hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: May 14, 2018

HIGHBRIDGE CAPITAL
MANAGEMENT, LLC

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

1992 MSF
INTERNATIONAL LTD.

Highbridge Capital
Management, LLC
By:
its Trading
Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

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EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: May 14, 2018

HIGHBRIDGE CAPITAL
MANAGEMENT, LLC

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

1992 MSF
INTERNATIONAL LTD.

Highbridge Capital
Management, LLC
By:
its Trading
Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director