

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CAPRICOR THERAPEUTICS, INC.

Form: 10-K/A

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K /A
(Amendment No. 1)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the fiscal year ended December 31, 2018

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from to

Commission File Number: 001-34058

CAPRICOR THERAPEUTICS, INC.
(Exact Name Of Registrant As Specified In Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

88-0363465
(I.R.S. Employer Identification No.)

8840 Wilshire Blvd., 2nd Floor, Beverly Hills, California 90211
(Address of principal executive offices including zip code)

(310) 358-3200
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	The Nasdaq Capital Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 30, 2018 was \$29,043,739, based on the last reported sale of the registrant's common stock on The Nasdaq Capital Market on June 29, 2018 of \$1.34 per share.

As of March 28, 2019, there were 33,661,346 shares of the registrant's common stock, par value \$0.001 per share, issued and outstanding.

EXPLANATORY NOTE

Capricor Therapeutics, Inc. (the "Company") is filing this Amendment No. 1 to its Annual Report on Form 10-K/A (this "Amendment No. 1") to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the U.S. Securities and Exchange Commission on March 29, 2019 (the "Original 10-K"). This Amendment No. 1 is being filed to correct a clerical error in Item 12 of Part III of the Original 10-K. Specifically, an incorrect version of the "Equity Compensation Plan Information" table was included in Item 12 of Part III of the Original 10-K. This Amendment No. 1 replaces that table with a corrected version.

In addition, due to a filing error, the list of exhibits in Item 15 of Part IV of the Original 10-K contained incorrect hyperlinks to certain of the exhibits incorporated into the Original 10-K by reference. Further, as required by Rule 12b-15 promulgated under the Securities Exchange Act of 1934, as amended, new certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 by the Company's principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment No. 1. Accordingly, Item 15 of Part IV of the Original 10-K has been amended and restated in its entirety to (i) correct the hyperlinks to certain of the exhibits listed therein, and (ii) include the certifications as exhibits.

Except as noted above, this Amendment No. 1 does not amend, modify or otherwise update any other information in the Original 10-K or reflect any events occurring after the filing of the Original 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original 10-K.

PART III

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information known to us regarding the beneficial ownership of our common stock as of March 28, 2019 by:

- each of our directors;
- each named executive officer as defined and named in this proxy statement;
- all of our directors and executive officers as a group; and
- each person known by us to beneficially own more than five percent of our common stock (based on information supplied in Schedules 13D and 13G filed with the SEC).

Except as indicated by footnote, and subject to applicable community property laws, each person identified in the table possesses sole voting and dispositive power with respect to all capital stock shown to be held by that person. The address of each named executive officer and director, unless indicated otherwise, is c/o Capricor Therapeutics, Inc., 8840 Wilshire Blvd., 2nd Floor, Beverly Hills, California 90211.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned⁽¹⁾	Percentage of Common Stock Beneficially Owned⁽¹⁾
Named Executive Officers and Directors:		
Frank Litvack, M.D. ⁽²⁾	2,244,231	6.3
George Dunbar ⁽³⁾	249,563	*
Louis Manzo ⁽⁴⁾	1,256,835	3.7
Earl Collier ⁽⁵⁾	248,938	*
David Musket ⁽⁶⁾	421,983	1.2
Joshua Kazam ⁽⁷⁾	164,538	*
Anthony Bergmann ⁽⁸⁾	124,370	*
Linda Marbán, Ph.D. ⁽⁹⁾	1,460,991	4.2
Karen Krasney, J.D. ⁽¹⁰⁾	293,183	*
Deborah Ascheim, M.D.	-	-
Directors and executive officers as a group (9 individuals)	6,464,632	16.6
5% Stockholders:		
Dr. Eduardo Marbán ⁽¹¹⁾ c/o Capricor Therapeutics, Inc. 8840 Wilshire Blvd., 2 nd Floor Beverly Hills, CA 90211	3,108,354	9.2
Edward A. St. John ⁽¹²⁾ 2560 Lord Baltimore Drive Baltimore, MD 21244	2,777,378	8.3
Cedars-Sinai Medical Center ⁽¹³⁾ 8700 Beverly Blvd. West Hollywood, CA 90048	4,049,959	12.0

*Represents less than 1%.

- (1) We have based percentage ownership of our common stock on 33,661,346 shares of our common stock outstanding as of March 28, 2019. Beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act, and includes any shares as to which the security holder has sole or shared voting power or dispositive power, and also any shares which the security holder has the right to acquire within 60 days of March 28, 2019, whether through the exercise or conversion of any stock option, convertible security, warrant or other right. The indication herein that shares are beneficially owned is not an admission on the part of the security holder that he, she or it is a direct or indirect beneficial owner of those shares.
 - (2) Includes 2,244,231 shares issuable upon the exercise of stock options that are exercisable or will become exercisable within 60 days of March 28, 2019. The shares issuable upon the exercise of stock options issued to Dr. Litvack are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan and the Capricor Therapeutics, Inc. 2012 Non-Employee Director Stock Option Plan. As of March 28, 2019, Dr. Litvack has not indicated his intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
 - (3) Includes 249,563 shares issuable upon the exercise of stock options that are exercisable or will become exercisable within 60 days of March 28, 2019. The shares issuable upon the exercise of stock options issued to Mr. Dunbar are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Non-Employee Director Stock Option Plan and the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Mr. Dunbar has not indicated his intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
 - (4) Includes (i) 638,155 shares held by Coniston Corporation, an entity of which Louis Manzo holds all voting shares and 1% of the non-voting shares and of which 99% of the non-voting shares are held by several irrevocable trusts established for the benefit of Mr. Manzo's children. Mr. Manzo holds all voting power with respect to the shares of Coniston Corporation; (ii) 159,132 shares held directly by Mr. Manzo; and (iii) 459,548 shares issuable upon the exercise of stock options held directly by Mr. Manzo that are exercisable or will become exercisable within 60 days of March 28, 2019. Certain shares issuable upon the exercise of stock options issued to Mr. Manzo are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Non-Employee Director Stock Option Plan and the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Mr. Manzo has not indicated his intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
 - (5) Includes 248,938 shares issuable upon the exercise of stock options which are exercisable or will become exercisable within 60 days of March 28, 2019. The shares issuable upon the exercise of stock options issued to Mr. Collier are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Non-Employee Director Stock Option Plan and the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Mr. Collier has not indicated his intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
 - (6) Includes (i) 70,962 shares held by SEP FBO David B. Musket, Pershing LLC as Custodian; (ii) 25,000 held by David B. Musket; and (iii) 326,021 shares issuable upon the exercise of stock options held directly by David B. Musket, which are exercisable or will become exercisable within 60 days of March 28, 2019. The shares issuable upon the exercise of stock options issued to Mr. Musket are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Non-Employee Director Stock Option Plan and the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Mr. Musket has not indicated his intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
 - (7) Includes (i) 19,298 shares held directly by Joshua Kazam; (ii) 12,276 shares held by the Kazam Family Trust, of which Mr. Kazam's spouse is the trustee and his children are beneficiaries; (iii) 3,310 shares held by Mr. Kazam's spouse as custodian for the benefit of their minor children, to which Mr. Kazam disclaims beneficial ownership except to the extent of his pecuniary interest therein; and (iv) 129,654 shares issuable upon the exercise of stock options that are exercisable or will become exercisable within 60 days of March 28, 2019. The shares issuable upon the exercise of stock options issued to Mr. Kazam are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Mr. Kazam has not indicated his intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
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- (8) Includes (i) 2,030 shares held by Mr. Bergmann and (ii) 122,340 shares issuable upon the exercise of stock options held directly by Mr. Bergmann that are exercisable or will become exercisable within 60 days of March 28, 2019. The shares issuable upon the exercise of stock options issued to Mr. Bergmann are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Mr. Bergmann has not indicated her intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
- (9) Includes (i) 199,509 shares held by Dr. Linda Marbán; (ii) 9,200 shares held by Linda and Eduardo Marbán as joint tenants with rights of survivorship; and (iii) 1,252,282 shares issuable upon the exercise of stock options held directly by Dr. Linda Marbán which are exercisable or will become exercisable within 60 days of March 28, 2019. Certain shares issuable upon the exercise of stock options issued to Dr. Linda Marbán are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Dr. Linda Marbán has not indicated her intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
- (10) Includes (i) 11,156 shares held by Ms. Krasney and (ii) 282,027 shares issuable upon the exercise of stock options held directly by Ms. Krasney that are exercisable or will become exercisable within 60 days of March 28, 2019. The shares issuable upon the exercise of stock options issued to Ms. Krasney are subject to early exercise under the Capricor Therapeutics, Inc. 2012 Restated Equity Incentive Plan. As of March 28, 2019, Ms. Krasney has not indicated her intent to exercise early. If the option holder elects to take advantage of the early exercise feature and purchase shares prior to the vesting of such shares, the shares will be deemed restricted stock and will be subject to a repurchase option in favor of the Company if the option holder's service to the Company terminates prior to vesting.
- (11) Includes (i) 3,099,154 shares held by Dr. Eduardo Marbán and (ii) 9,200 shares held by Linda and Eduardo Marbán as joint tenants with rights of survivorship.
- (12) Includes (i) 1,556,141 shares held by MD BTI, LLC (the "**MD BTI, LLC Shares**"), (ii) 324,196 shares held by MD BTI, Inc. (the "**MD BTI, Inc. Shares**"); and (iii) 897,041 shares held directly by Edward A. St. John, LLC (the "**Edward A. St. John, LLC Shares**"). Edward A. St. John, LLC, a Delaware limited liability company, is the company manager (the "**Company Manager**") of MD BTI, LLC. Edward A. St. John, an individual, is the general manager of Company Manager. As the company manager of MD BTI, LLC, Company Manager is deemed to be the beneficial owner of the MD BTI, LLC Shares and is therefore deemed to have shared voting and dispositive power over the MD BTI, LLC Shares. Mr. St. John is the sole member and general manager of Company Manager and is therefore deemed to be the beneficial owner of the MD BTI, LLC Shares, the Edward A. St. John, LLC Shares. Additionally, Mr. St. John is the president of MD BTI, Inc. and is therefore deemed to be the beneficial owner of the MD BTI, Inc. Shares. As a result of the foregoing, Mr. St. John has the sole power to vote or direct the vote of 897,041 shares; has the shared power to vote or direct the vote of 1,880,337 shares; has the sole power to dispose or direct the disposition of 897,041 shares; and has the shared power to dispose or direct the disposition of 1,880,337 shares.
- (13) Includes (i) 4,049,959 shares held by Cedars-Sinai Medical Center. Thomas M. Priselac, the President and Chief Executive Officer of Cedars-Sinai Medical Center, and Edward M. Prunchunas, the Senior Vice President and Chief Financial Officer of Cedars-Sinai Medical Center, are deemed to share voting and dispositive power with respect to the shares held by Cedars-Sinai Medical Center. The Company is a party to two Exclusive License Agreements and a lease agreement with Cedars-Sinai Medical Center. See the section of this annual report entitled "Certain Relationships and Related Party Transactions".

Securities Authorized for Issuance Under Equity Compensation Plans

We have two equity-incentive plans that have been approved by stockholders: (i) the 2006 Stock Option Plan; and (ii) the 2012 Restated Equity Incentive Plan. The Company also maintains the 2012 Non-Employee Director Stock Option Plan, which has not been approved by stockholders.

The following table sets forth additional information with respect to the shares of common stock that may be issued upon the exercise of options and other rights under our existing equity compensation plans and arrangements in effect as of December 31, 2018. The information includes the number of shares covered by, and the weighted average exercise price of, outstanding options, warrants, and rights, and the number of shares remaining available for future grant, excluding the shares to be issued upon exercise of outstanding options, warrants, and rights.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (A)	Weighted-average exercise price of outstanding options, warrants and rights (B)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))(C)
Equity compensation plans approved by security holders:			
The 2006 Stock Option Plan	569,545	\$ 0.36	-
The 2012 Restated Equity Incentive Plan	4,099,389	\$ 2.51	511,298
Equity compensation plans not approved by security holders:			
2012 Non-Employee Director Stock Option Plan ⁽¹⁾	2,344,206	\$ 0.37	60,044
Total	7,013,140	\$ 1.62	571,342

(1) Following the consummation of the merger between Nile Therapeutics, Inc. and Capricor, Inc., 2,697,311 shares of common stock were reserved under the 2012 Non-Employee Director Plan for the issuance of stock options to members of the Board who are not employees of the Company.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

The financial statements required by this item are included in a separate section of this Annual Report on Form 10-K beginning on page 77.

(a)(2) Financial Statement Schedules

Financial Statement Schedules have been omitted because they are either not applicable or the required information is included in the consolidated financial statements or notes thereto listed in (a)(1) above.

(a)(3) Exhibits

The following exhibits are filed herewith or incorporated herein by reference:

- [2.1 Agreement and Plan of Merger, dated as of August 15, 2007, by and among SMI Products, Inc., Nile Merger Sub, Inc. and Nile Therapeutics, Inc. \(incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the Commission on August 17, 2007\).](#)
 - [2.2 Agreement and Plan of Merger and Reorganization, dated as of July 7, 2013, by and among Nile Therapeutics, Inc., Bovet Merger Corp. and Capricor, Inc. \(incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the Commission on July 9, 2013\).](#)
 - [2.3 First Amendment to Agreement and Plan of Merger and Reorganization, dated as of September 27, 2013, by and between Nile Therapeutics, Inc., Bovet Merger Corp. and Capricor, Inc. \(incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the Commission on October 3, 2013\).](#)
 - [3.1 Certificate of Incorporation of the Company \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on February 9, 2007\).](#)
 - [3.2 Certificate of Amendment of Certificate of Incorporation of the Company \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on November 26, 2013\).](#)
 - [3.3 Bylaws of the Company \(incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Commission on February 9, 2007\).](#)
 - [4.1 Form of Warrant, issued by the Company to the Investors on March 16, 2016 \(incorporated by reference to Exhibit 4.2 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on March 16, 2016\).](#)
 - [10.1 Employment Agreement by and between Capricor, Inc. and Linda Marbán, dated September 1, 2010 \(incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\). †](#)
 - [10.2 Consulting Agreement between Capricor, Inc. and Frank Litvack, dated March 24, 2014 \(incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\). †](#)
 - [10.3 Form of Indemnification Agreement \(incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\). †](#)
 - [10.4 Capricor, Inc. 2006 Stock Option Plan \(incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\). †](#)
 - [10.5 Capricor, Inc. 2012 Restated Equity Incentive Plan \(incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\). †](#)
 - [10.6 Capricor, Inc. 2012 Non-Employee Director Stock Option Plan \(incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\). †](#)
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- [10.7](#) [First Amendment to Capricor, Inc. 2006 Stock Option Plan \(incorporated by reference to Exhibit 4.11 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\).](#) †
 - [10.8](#) [First Amendment to Capricor, Inc. 2012 Restated Equity Incentive Plan \(incorporated by reference to Exhibit 4.12 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\).](#) †
 - [10.9](#) [First Amendment to Capricor, Inc. 2012 Non-Employee Director Stock Option Plan \(incorporated by reference to Exhibit 4.13 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\).](#) †
 - [10.10](#) [Form of Incentive Stock Option Agreement for the Capricor, Inc. 2006 Stock Option Plan \(incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\).](#) †
 - [10.11](#) [Form of Non-Qualified Stock Option Agreement for the Capricor, Inc. 2006 Stock Option Plan \(incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\).](#) †
 - [10.12](#) [Form of Stock Option Agreement for the Capricor, Inc. 2012 Restated Equity Incentive Plan \(incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\).](#) †
 - [10.13](#) [Form of Stock Option Agreement for the Capricor, Inc. 2012 Non-Employee Director Stock Option Plan \(incorporated by reference to Exhibit 4.10 to the Company's Registration Statement on Form S-8, filed with the Commission on March 4, 2014\).](#) †
 - [10.14](#) [Exclusive License Agreement, dated June 21, 2006, between Capricor, Inc. and the Universita Degli Studi Di Roma "La Sapienza" \(incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
 - [10.15](#) [Exclusive License Agreement, dated June 22, 2006, between Capricor, Inc. and the Johns Hopkins University\(incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
 - [10.16](#) [First Amendment to the Exclusive License Agreement, dated May 13, 2009, between Capricor, Inc. and the Johns Hopkins University \(incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
 - [10.17](#) [Second Amendment to the Exclusive License Agreement, dated December 20, 2013, between Capricor, Inc. and the Johns Hopkins University \(incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
 - [10.18](#) [Amended and Restated Exclusive License Agreement, dated December 30, 2013, between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
 - [10.19](#) [Loan Agreement, dated February 1, 2013, between Capricor, Inc. and the California Institute for Regenerative Medicine \(incorporated by reference to Exhibit 10.38 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
 - [10.20](#) [Notice of Loan Award, dated February 1, 2013, between Capricor, Inc. and the California Institute for Regenerative Medicine \(incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
 - [10.21](#) [Lease Agreement, dated March 29, 2012, between Capricor, Inc. and The Bubble Real Estate Company, LLC \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 14, 2015\).](#) †
 - [10.22](#) [First Amendment to the Lease Agreement, dated June 13, 2013, between Capricor, Inc. and The Bubble Real Estate Company, LLC \(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 14, 2015\).](#) †
 - [10.23](#) [Sublease Agreement, dated May 1, 2012, between Capricor, Inc. and Frank Litvack \(incorporated by reference to Exhibit 10.43 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#) †
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- [10.24 Sublease Agreement, dated April 1, 2013, between Capricor, Inc. and Reprise Technologies, LLC \(incorporated by reference to Exhibit 10.44 to the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2014\).](#)
- [10.25 Exclusive License Agreement, dated May 5, 2014 between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.46 to the Company's Amendment No. 1 to Registration Statement on Form S-1, filed with the Commission on May 23, 2014\).](#) †
- [10.26 Facilities Lease, dated June 1, 2014, between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on May 15, 2014\).](#)
- [10.27 Share Purchase Agreement, dated as of January 9, 2015, by and among Capricor Therapeutics, Inc. and the Investors \(incorporated by reference to Exhibit 10.1 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on January 22, 2015\).](#)
- [10.28 Registration Rights Agreement, dated as of January 9, 2015, by and among Capricor Therapeutics, Inc. and the Investors \(incorporated by reference to Exhibit 10.2 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on January 22, 2015\).](#)
- [10.29 Share Purchase Agreement, dated as of February 3, 2015, by and among Capricor Therapeutics, Inc. and the Investors \(incorporated by reference to Exhibit 10.1 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on February 6, 2015\).](#)
- [10.30 Registration Rights Agreement, dated as of February 3, 2015, by and among Capricor Therapeutics, Inc. and the Investors \(incorporated by reference to Exhibit 10.2 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on February 6, 2015\).](#)
- [10.31 Amendment dated February 2, 2015 to Share Purchase Agreement dated as of January 9, 2015, by and among Capricor Therapeutics, Inc. and the purchaser signatories thereto \(incorporated by reference to Exhibit 10.3 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on February 6, 2015\).](#)
- [10.32 First Amendment to Exclusive License Agreement, dated as of February 27, 2015, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.54 to the Company's Registration Statement on Form S-1, filed with the Commission on March 6, 2015\).](#) †
- [10.33 Second Amendment to Lease Agreement, dated March 3, 2015, by and between Capricor, Inc. and The Bubble Real Estate Company, LLC \(incorporated by reference to Exhibit 10.55 to the Company's Registration Statement on Form S-1, filed with the Commission on March 6, 2015\).](#)
- [10.34 Second Amendment to Exclusive License Agreement, dated as of June 10, 2015, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 14, 2015\).](#) †
- [10.35 Joinder Agreement, dated as of September 30, 2015, by and among the Company, Capricor, Inc. and the California Institute For Regenerative Medicine \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 13, 2015\).](#)
- [10.36 Employment Agreement, dated as of August 3, 2015, by and between Capricor, Inc. and Deborah Ascheim, M.D. \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 13, 2015\).](#) †
- [10.37 Registration Rights Agreement, dated as of March 14, 2016, by and among the Company and the Investors \(incorporated by reference to Exhibit 4.1 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on March 16, 2016\).](#)
- [10.38 Subscription Agreement, dated as of March 14, 2016, by and among the Company and the Investors \(incorporated by reference to Exhibit 10.1 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on March 16, 2016\).](#)
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- [10.39](#) [Amendment to Notice of Loan Award, dated as of May 12, 2016 by and between Capricor, Inc. and the California Institute for Regenerative Medicine \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 15, 2016\).](#) +
- [10.40](#) [Third Amendment to Lease, dated as of May 25, 2016, by and between Capricor, Inc. and The Bubble Real Estate Company, LLC \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 15, 2016\).](#)
- [10.41](#) [Notice of Award, dated as of June 16, 2016, by and between Capricor, Inc. and the California Institute for Regenerative Medicine \(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 15, 2016\).](#) +
- [10.42](#) [Loan Election Agreement, dated as of June 16, 2016, by and between Capricor, Inc. and the California Institute for Regenerative Medicine \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 15, 2016\).](#)
- [10.43](#) [Underwriting Agreement, dated as of September 16, 2016, by and among Capricor Therapeutics, Inc., Roth Capital Partners, LLC and National Securities Corporation \(incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K, filed with the Commission on September 16, 2016\).](#)
- [10.44](#) [Subscription Agreement, dated as of September 16, 2016, by and between Capricor Therapeutics, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 1.2 to the Company's Current Report on Form 8-K, filed with the Commission on September 16, 2016\).](#)
- [10.45](#) [Second Amendment to Amended and Restated Exclusive License Agreement, dated as of August 5, 2016, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 14, 2016\).](#) +
- [10.46](#) [Third Amendment to Exclusive License Agreement, dated as of August 5, 2016, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 14, 2016\).](#) +
- [10.47](#) [Second Amendment to Capricor Therapeutics, Inc. 2012 Restated Equity Plan \(incorporated by reference to Exhibit 4.14 to the Company's Registration Statement on Form S-8, filed with the Commission on January 11, 2017\).](#) †
- [10.48](#) [Third Amendment to Capricor Therapeutics, Inc. 2012 Restated Equity Plan \(incorporated by reference to Exhibit 4.15 to the Company's Registration Statement on Form S-8, filed with the Commission on January 11, 2017\).](#) †
- [10.49](#) [Common Stock Sales Agreement, dated as of March 31, 2017, by and between Capricor Therapeutics, Inc. and H.C. Wainwright & Co. LLC \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on March 31, 2017\).](#)
- [10.50](#) [Form of Subscription Agreement \(incorporated by reference to Exhibit 10.1 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on May 9, 2017\).](#)
- [10.51](#) [Registration Rights Agreement, dated as of May 5, 2017, by and among Capricor Therapeutics, Inc. and the Investors party thereto \(incorporated by reference to Exhibit 10.2 to the Company's Amendment No. 1 to Current Report on Form 8-K/A, filed with the Commission on May 9, 2017\).](#)
- [10.52](#) [Amendment No. 2 to Notice of Loan Award, dated as of June 7, 2017 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on June 13, 2017\).](#)
- [10.53](#) [Common Stock Sales Agreement, dated as of October 19, 2017, by and between Capricor Therapeutics, Inc. and H.C. Wainwright & Co. LLC \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on October 19, 2017\).](#)
- [10.54](#) [Common Stock Sales Agreement, dated as of March 31, 2017, by and between Capricor Therapeutics, Inc. and H.C. Wainwright & Co. LLC \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on March 31, 2017\).](#)
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- [10.55](#) [Amendment No. 1 to Notice of Award, dated as of August 8, 2017 \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 11, 2017\).](#)
- [10.56](#) [First Amendment to Facilities Lease, dated as of August 1, 2017, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 11, 2017\).](#)
- [10.57](#) [Fourth Amendment to Exclusive License Agreement, dated as of December 26, 2017, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.58 to the Company's Annual Report on Form 10-K, filed with the Commission on March 22, 2018\). †](#)
- [10.58](#) [Third Amendment to Exclusive License Agreement, dated as of December 26, 2017, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.59 to the Company's Annual Report on Form 10-K, filed with the Commission on March 22, 2018\). †](#)
- [10.59](#) [Fourth Amendment to Amended and Restated Exclusive License Agreement, dated as of June 20, 2018, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 13, 2018\). †](#)
- [10.60](#) [Fifth Amendment to Exclusive License Agreement, dated as of June 20, 2018, by and between Capricor, Inc. and Cedars-Sinai Medical Center \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 13, 2018\). †](#)
- [21.1](#) [List of Subsidiaries \(incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019\).](#)
- [23.1](#) [Consent of Rose Snyder & Jacobs, LLP \(incorporated by reference to Exhibit 23.1 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019\).](#)
- [24.1](#) [Power of Attorney \(included on signature page hereof\) \(incorporated by reference to Exhibit 24.1 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019\).](#)
- [31.1](#) [Certification of Principal Executive Officer \(incorporated by reference to Exhibit 31.1 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019\).](#)
- [31.2](#) [Certification of Principal Financial Officer \(incorporated by reference to Exhibit 31.2 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019\).](#)
- [31.3](#) [Certification of Principal Executive Officer.*](#)
- [31.4](#) [Certification of Principal Financial Officer.*](#)
- [32.1](#) [Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(incorporated by reference to Exhibit 32.1 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019\).](#)
- [32.2](#) [Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(incorporated by reference to Exhibit 32.2 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019\).](#)
- [32.3](#) [Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*](#)
- [32.4](#) [Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*](#)
- 101 The following financial information formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets as of December 31, 2018 and 2017, (ii) Consolidated Statements of Operations and Comprehensive Income (Loss) for the years ended December 31, 2018 and 2017, (iii) Consolidated Statement of Stockholders' Equity (Deficit) for the period from December 31, 2016 through December 31, 2018, (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2018 and 2017, and (v) Notes to Consolidated Financial Statements (incorporated by reference to Exhibit 32.2 to the Company's Annual Report on Form 10-K, filed with the Commission on March 29, 2019).

* Filed herewith.

† Indicates management contract or compensatory plan or arrangement.

+ The Company has requested and/or received confidential treatment with respect to certain portions of this exhibit. Omitted portions have been filed separately with the SEC.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on April 1, 2019.

CAPRICOR THERAPEUTICS, INC.

By: /s/ Linda Marbán, Ph.D.
Linda Marbán, Ph.D.
Chief Executive Officer

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Linda Marbán, Ph.D., certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Capricor Therapeutics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 1, 2019

/s/ Linda Marbán, Ph.D.

Name: Linda Marbán, Ph.D.

Title: Chief Executive Officer and Principal Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Anthony J. Bergmann, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Capricor Therapeutics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 1, 2019

/s/ Anthony J. Bergmann

Name: Anthony J. Bergmann

Title: Chief Financial Officer and Principal Financial Officer

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Linda Marbán, Ph.D., the Principal Executive Officer of Capricor Therapeutics, Inc. (the "**Company**"), hereby certifies, to her knowledge, that:

(1) the Amendment No. 1 to Annual Report on Form 10-K/A of the Company for the period ended December 31, 2018 (the "**Report**") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

Date: April 1, 2019

/s/ Linda Marbán, Ph.D.

Name: Linda Marbán, Ph.D.

Title: Chief Executive Officer and Principal Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Anthony J. Bergmann, the Principal Financial Officer of Capricor Therapeutics, Inc. (the "**Company**"), hereby certifies, to his knowledge, that:

(1) the Amendment No. 1 to Annual Report on Form 10-K/A of the Company for the period ended December 31, 2018 (the "**Report**") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

Date: April 1, 2019

/s/ Anthony J. Bergmann

Name: Anthony J. Bergmann

Title: Chief Financial Officer and Principal Financial Officer
