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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person *<br><u>Kelliher Mike</u><br><br>(Last) (First) (Middle)<br><u>C/O CAPRICOR THERAPEUTICS, INC.</u><br><u>10865 ROAD TO THE CURE, SUITE 150</u><br><br>(Street)<br><u>SAN DIEGO CA 92121</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CAPRICOR THERAPEUTICS, INC. [ CAPR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/02/2024</u>                      |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (Right to Buy)                | \$5.12   | 01/02/2024                           |  | A                              |   | 29,250   |     | (1)  | 01/02/2034      | Common Stock  | 29,250                                     | \$0  | 29,250  | D  |       |
| Stock Option (Right to Buy)                | \$5.12   | 01/02/2024                           |  | A                              |   | 890  |     | (2)  | 01/02/2034      | Common Stock  | 890  | \$0  | 890   | D  |       |
| Stock Option (Right to Buy)                | \$5.12   | 01/02/2024                           |  | A                              |   | 4,730  |     | (3)  | 01/02/2034      | Common Stock  | 4,730                                      | \$0  | 4,730   | D  |       |
| Stock Option (Right to Buy)                | \$5.12   | 01/02/2024                           |  | A                              |   | 30,000   |     | (4)  | 01/02/2034      | Common Stock  | 30,000                                     | \$0  | 30,000  | D  |       |

**Explanation of Responses:**

- The shares vest 1/12th of the first day of each month, commencing February 1, 2024, with the last month vesting on December 31, 2024, until the stock option becomes fully vested and exercisable. The award pertains to annual board service. The option is subject to early exercise and, therefore, all or any part of the option can be exercised at any time. If the reporting person 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 Issuer if the reporting person's service to the Issuer terminates prior to vesting.
- The shares of the award are fully vested and exercisable as of January 2, 2024, the date of the grant. The award pertains to annual board committee service.
- The shares of the award are fully vested and exercisable as of January 2, 2024, the date of the grant. The award pertains to annual board service.
- The shares of the award are fully vested and exercisable as of April 1, 2024.

/s/ Linda Marban, Attorney-in-Fact 01/04/2024

\*\* Signature of Reporting Person Date

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 4 (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.