The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)
0001476963

Previous Names [X] None

Name of Issuer
HEAT BIOLOGICS, INC.

Jurisdiction of Incorporation/Organization
DELAWARE

Year of Incorporation/Organization
[ ] Over Five Years Ago
[X] Within Last Five Years (Specify Year) 2008
[ ] Yet to Be Formed

Entity Type
[X] Corporation
[ ] Limited Partnership
[ ] Limited Liability Company
[ ] General Partnership
[ ] Business Trust
[ ] Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer
HEAT BIOLOGICS, INC.

Street Address 1
100 EUROPA DRIVE

Street Address 2
SUTE 420

City
CHAPEL HILL

State/Province/Country
NORTH CAROLINA

ZIP/PostalCode
27517

Phone Number of Issuer
919-240-7133

3. Related Persons

Last Name
Wolf

First Name
Jeffrey

Middle Name
Alan

Street Address 1
3606 Henningson Way

Street Address 2

City
Durham

State/Province/Country
NORTH CAROLINA

ZIP/PostalCode
27705

Relationship: [X] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name
Belsky

First Name
Paul

Middle Name
Marc

Street Address 1
910 5th Avenue

Street Address 2

City
New York

State/Province/Country
NEW YORK

ZIP/PostalCode
10024

Relationship: [ ] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name
Monahan

First Name
John

Middle Name
James

Street Address 1
3141 Ashbourne Circle

Street Address 2

City
San Ramon

State/Province/Country
CALIFORNIA

ZIP/PostalCode
94583

Relationship: [ ] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kharitonov	Michael	
Street Address 1	Street Address 2	
6 Sunset Terrace		
City	State/Province/Country	ZIP/PostalCode
Kensington	CALIFORNIA	94707

Relationship: [ ] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Smith, III	Edward	Byron
Street Address 1	Street Address 2	
1120 Avenue of the Americas	Suite 1505	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10036

Relationship: [ ] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Harris	Jennifer	Lynn
Street Address 1	Street Address 2	
4430 Sun Valley Drive		
City	State/Province/Country	ZIP/PostalCode
Durham	NORTH CAROLINA	27707

Relationship: [X] Executive Officer [ ] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Silberman	Sandra	Leta
Street Address 1	Street Address 2	
207 Booth Meadow Lane		
City	State/Province/Country	ZIP/PostalCode
Durham	NORTH CAROLINA	27713

Relationship: [X] Executive Officer [ ] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Deyev	Vadim	
Street Address 1	Street Address 2	
5101 Collins Avenue	Apartment 10-U	
City	State/Province/Country	ZIP/PostalCode
Miami Beach	FLORIDA	33140

Relationship: [X] Executive Officer [ ] Director [ ] Promoter

Clarification of Response (if Necessary):

4. Industry Group

- [ ] Agriculture
- Banking & Financial Services
  - [ ] Commercial Banking
  - [ ] Insurance
  - [ ] Investing
  - [ ] Investment Banking
  - [ ] Pooled Investment Fund

    Is the issuer registered as an investment company under the Investment Company Act of 1940?

    [ ] Yes [ ] No
  - [ ] Other Banking & Financial Services
- [ ] Business Services
- Energy
  - [ ] Coal Mining
  - [ ] Electric Utilities
  - [ ] Energy Conservation
  - [ ] Environmental Services
  - [ ] Oil & Gas
  - [ ] Other Energy
- Health Care
  - [X] Biotechnology
  - [ ] Health Insurance
  - [ ] Hospitals & Physicians
  - [ ] Pharmaceuticals
  - [ ] Other Health Care
- [ ] Manufacturing
- Real Estate
  - [ ] Commercial
  - [ ] Construction
  - [ ] REITS & Finance
  - [ ] Residential
  - [ ] Other Real Estate
- [ ] Retailing
- [ ] Restaurants
- Technology
  - [ ] Computers
  - [ ] Telecommunications
  - [ ] Other Technology
- Travel
  - [ ] Airlines & Airports
  - [ ] Lodging & Conventions
  - [ ] Tourism & Travel Services
  - [ ] Other Travel
- [ ] Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
[ ] No Revenues		[ ] No Aggregate Net Asset Value
[ ] $1 - $1,000,000		[ ] $1 - $5,000,000
[ ] $1,000,001 - $5,000,000		[ ] $5,000,001 - $25,000,000
[ ] $5,000,001 - $25,000,000		[ ] $25,000,001 - $50,000,000
[ ] $25,000,001 - $100,000,000		[ ] $50,000,001 - $100,000,000
[ ] Over $100,000,000		[ ] Over $100,000,000
[X] Decline to Disclose		[ ] Decline to Disclose
[ ] Not Applicable		[ ] Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- [ ] Rule 504(b)(1) (not (i), (ii) or (iii))
- [ ] Rule 504 (b)(1)(i)
- [ ] Rule 504 (b)(1)(ii)
- [ ] Rule 504 (b)(1)(iii)
- [ ] Rule 505
- [X] Rule 506
- [ ] Securities Act Section 4(5)
- [ ] Investment Company Act Section 3(c)

[ ] Section 3(c)(1)	[ ] Section 3(c)(9)
[ ] Section 3(c)(2)	[ ] Section 3(c)(10)
[ ] Section 3(c)(3)	[ ] Section 3(c)(11)
[ ] Section 3(c)(4)	[ ] Section 3(c)(12)
[ ] Section 3(c)(5)	[ ] Section 3(c)(13)
[ ] Section 3(c)(6)	[ ] Section 3(c)(14)
[ ] Section 3(c)(7)	

7. Type of Filing

[X] New Notice Date of First Sale 2013-03-25 [ ] First Sale Yet to Occur

[ ] Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? [ ] Yes [X] No

9. Type(s) of Securities Offered (select all that apply)

[X] Equity	[ ] Pooled Investment Fund Interests
[ ] Debt	[ ] Tenant-in-Common Securities
[X] Option, Warrant or Other Right to Acquire Another Security	[ ] Mineral Property Securities
[ ] Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	[ ] Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? [ ] Yes [X] No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $10,000 USD

12. Sales Compensation

Recipient

Recipient CRD Number [X] None

(Associated) Broker or Dealer [X] None

(Associated) Broker or Dealer CRD Number [X] None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States [ ] All States

[ ] Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount		USD or [X] Indefinite
Total Amount Sold	$5,050,050	USD
Total Remaining to be Sold		USD or [X] Indefinite

Clarification of Response (if Necessary):

14. Investors

[ ] Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 20

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD ☐ Estimate

Finders' Fees $0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$540,000 USD ☐ Estimate

Clarification of Response (if Necessary):

The amount reflects the annual salary made by Heat Biologics, Inc. to the salaried individuals identified in item 3.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
HEAT BIOLOGICS, INC.	Elizabeth Exum	Elizabeth Exum	Secretary	2013-04-09

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.