

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Intrexon Corporation		2 Issuer's employer identification number (EIN) 26-0084895	
3 Name of contact for additional information Christopher Basta	4 Telephone No. of contact 561-410-7052	5 Email address of contact investors@intrexon.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 20374 Seneca Meadows Parkway		7 City, town, or post office, state, and Zip code of contact Germantown, MD 20876	
8 Date of action June 12, 2015	9 Classification and description Distribution of Shares of Common Stock of ZIOPHARM Oncology, Inc.		
10 CUSIP number 46122T102	11 Serial number(s) N/A	12 Ticker symbol XON	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On June 12, 2015, Intrexon Corporation ("Intrexon") completed a distribution of an aggregate 17,830,305 shares of ZIOPHARM Oncology, Inc. ("ZIOP") common stock as a pro rata special distribution on shares of Intrexon common stock, and on shares of Intrexon common stock deliverable under warrants relating to Intrexon common stock ("Warrants") outstanding at the close of business on the record date of June 4, 2015 (the "Record Date"). Based on the number of Intrexon shares outstanding and shares deliverable under Warrants as of the Record Date, holders of Intrexon common stock received 0.162203 shares of ZIOP common stock in the distribution with respect to each outstanding share of Intrexon common stock they owned at the close of business on the Record Date, and holders of Warrants received 0.162203 shares of ZIOP common stock in the distribution with respect to each share of Intrexon common stock deliverable under the Warrants they held at the close of business on the Record Date.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached page for the response to this Item 15.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The value of the ZIOP shares for purposes of the distribution, \$9.67 per share, was based on the closing market price on the NASDAQ Capital Market of the ZIOP common stock on June 11, 2015, the day immediately prior to the distribution date. The calculation of the change in Intrexon common stock basis is described in the response to Item 15.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 301(b) governs the determination of the amount of the distribution. Sections 301(c) and 316(a) govern the treatment of the amount distributed. Section 301(d) governs the basis of the distributed property.

18 Can any resulting loss be recognized? ▶ The only loss that may be recognized is any resulting loss from the disposition of fractional shares, as described in Step 4 of the response to Item 15.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year of this transaction is the taxpayer's year that includes the distribution date of June 12, 2015, which for a calendar year taxpayer is 2015.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 1/29/16

Print your name ▶ Rick L. Sterling Title ▶ Chief Financial Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Intrexon Corporation
Attachment to Form 8937

Form 8937, Part II, Item 15

Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ►

An individual U.S. shareholder would determine the effect on its Intrexon common stock basis of each purchase or other acquisition of Intrexon common stock as follows:

1. Determine the number of ZIOP shares received, including fractional shares. This can be done by multiplying the number of Intrexon common shares by 0.162203.
2. Determine the value of the ZIOP shares received, including fractional shares. This can be done by multiplying the result from Step 1 by \$9.67 per share.
3. Multiply the result of Step 2 by the percentage of the distribution that is not taxable as a dividend, which is 98.35%. This product is the amount by which a shareholder should reduce their basis in Intrexon common stock. If this would result in a negative basis in Intrexon common stock, the amount of the negative basis is treated as a capital gain from the sale or exchange of Intrexon common stock, to be classified as short or long term based on the holding period of the Intrexon common stock. Intrexon has no accumulated earnings and profits as of December 31, 2014, and its earnings and profits for calendar year 2015 will result in 1.65% of the distribution being taxed as a dividend.
4. Each ZIOP share received, including fractional shares, will have an initial basis of \$9.67 per share. The cash received for a fractional share should be compared to the basis allocable to the fractional share, with any resulting gain or loss recognized. The holding period of the ZIOP shares for purposes of characterizing any future gain or loss therefrom begins on June 13, 2015.

For a discussion of the general tax treatment of this transaction to other types of shareholders, please refer to the Information Statement filed as Exhibit 99.2 to the Form 8-K filed by Intrexon on June 5, 2015.