

Emergent BioSolutions Inc.
Form 4
January 21, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
El-Hibri Fuad

(Last) (First) (Middle)
2273 RESEARCH BLVD., SUITE 400
(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Emergent BioSolutions Inc. [EBS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/20/2015 | | M ⁽¹⁾ | (A) Amount \$ 7 | 33,333 ⁽¹⁾ | D | |
| Common Stock | 01/20/2015 | | S ⁽¹⁾ | (D) Amount \$ 27.157 | 8,022 ⁽¹⁾ | D | |
| Common Stock | 01/20/2015 | | S ⁽¹⁾ | (D) Amount \$ 28.2393 | 7,303 ⁽¹⁾ | D | |
| Common Stock | | | | | 2,350,331 ⁽⁵⁾ | I | By Intervac, L.L.C. |
| | | | | | 1,524,155 ⁽⁶⁾ | I | |

Common
Stock

By
Biovac,
L.L.C.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 7 | 01/20/2015 | | M ⁽¹⁾ | 33,333 <u>(1)</u> | <u>(7)</u> 03/10/2015 | Common Stock | 33,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| El-Hibri Fuad 2273 RESEARCH BLVD., SUITE 400 ROCKVILLE, MD 20850 | X | X | Chairman | |

Signatures

/s/ Carl A. Valenstein,
attorney-in-fact

01/21/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 10, 2014.

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Mr. El-Hibri's direct holdings include restricted stock units granted under the 2nd Amended and Restated Emergent BioSolutions Inc. 2006 Stock Incentive Plan and the Amended and Restated Emergent BioSolutions Inc. 2006 Stock Incentive Plan. Mr. El-Hibri's

- (2) restricted stock units vest in equal annual installments beginning on the anniversary of the grant date, assuming continued service with the company. Each restricted stock unit represents the right of the Reporting Person to receive one share of Common Stock of Emergent BioSolutions Inc., subject to adjustment as provided in the grant agreement.

- (3) The selling price of \$27.1570 is reflective of the weighted average sale price of all transactions reported on this line. The prices for the transactions reported on this line range from \$26.74 to \$27.565. The Reporting Person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (4) The selling price of \$28.2393 is reflective of the weighted average sale price of all transactions reported on this line. The prices for the transactions reported on this line range from \$27.98 to \$28.32. The Reporting Person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) Mr. El-Hibri's holdings through Intervac, L.L.C include 1,638,403 shares of Common Stock held by Mr. El-Hibri and his wife, as tenants by the entirety, through their 37.7% equity interest in Intervac, L.L.C.; 127,721 shares held by Mr. El-Hibri's wife; and 584,207 shares held by trusts indirectly controlled by Mr. El-Hibri or his wife. Mr. El-Hibri disclaims beneficial ownership, for purposes of Section 16 of the Exchange Act or otherwise, of those shares held solely by his wife and those shares held by the trusts.

- (6) Mr. El-Hibri holds individually and with his wife, as tenants by the entirety, an aggregate 89.2% equity interest in Biovac, L.L.C. Biovac, L.L.C. is the direct owner of 1,524,155 shares of Common Stock. Mr. El-Hibri disclaims beneficial ownership of the shares of Common Stock directly owned by Biovac, L.L.C. for purposes of Section 16, except to the extent of his pecuniary interest in 1,359,546 shares.

- (7) The option vested in three equal installments on March 11, 2009, March 11, 2010 and March 11, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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