

Emergent BioSolutions Inc.
Form 4
May 25, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

400 PROFESSIONAL DRIVE,
SUITE 400

(Street)

GAITHERSBURG, MD 20879

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2016

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	05/23/2016		M ⁽¹⁾	20,000 A	\$ 15.91	1,719,073	D
Common Stock	05/23/2016		S ⁽¹⁾	20,000 D	\$ 42.76 (2)	1,699,073	D
Common Stock	05/23/2016		S ⁽¹⁾	25,000 D	\$ 42.5	1,674,073	D
Common Stock	05/24/2016		M ⁽¹⁾	20,000 A	\$ 15.91	1,694,073	D
Common Stock	05/24/2016		S ⁽¹⁾	20,000 D	\$ 42.26	1,674,073	D

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Common Stock	05/25/2016	M ⁽¹⁾	20,000	A	⁽³⁾ \$ 15.91	1,694,073	D	
Common Stock	05/25/2016	S ⁽¹⁾	20,000	D	⁽⁴⁾ \$ 42.57	1,674,073	D	
Common Stock						2,350,331 ⁽⁵⁾	I	By Intervac, L.L.C.
Common Stock						1,524,155 ⁽⁶⁾	I	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.91	05/23/2016		M ⁽¹⁾		20,000		⁽⁷⁾	03/08/2017	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 15.91	05/24/2016		M ⁽¹⁾		20,000		⁽⁷⁾	03/08/2017	Common Stock	20,000
Employee Stock Option (right to	\$ 15.91	05/25/2016		M ⁽¹⁾		20,000		⁽⁷⁾	03/08/2017	Common Stock	20,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
El-Hibri Fuad 400 PROFESSIONAL DRIVE, SUITE 400 GAITHERSBURG, MD 20879	X	X	Chairman	

Signatures

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

05/25/2016

__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 herein were effectuated by the Reporting Person pursuant to two separate trading plans adopted on February 29, 2016, each of which are intended to comply with Rule 10b5-1(c) under the Exchange Act.

- (2) The selling price of \$42.76 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 \$42.29 to \$42.85, inclusive. 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.

- (3) The selling price of \$42.26 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 \$41.58 to \$42.49, inclusive. 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 \$42.57 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 \$42.15 to \$42.93, inclusive. 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 options vested in three equal installments on March 9, 2011, March 9, 2012 and March 9, 2013.

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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