

Emergent BioSolutions Inc.
Form 4
January 19, 2017

FORM 4

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

OMB APPROVAL

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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 *
Havey Adam

(Last) (First) (Middle)

400 PROFESSIONAL DR, 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)

01/17/2017

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)

EVP, Biodefense Division

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 08/01/2016 | | J | | 452 A \$ 0 | 41,424 | D |
| Common Stock ⁽²⁾ | 08/01/2016 | | J | | 599 A \$ 0 | 42,023 | D |
| Common Stock ⁽³⁾ | 08/01/2016 | | J | | 748 A \$ 0 | 42,771 | D |
| Common Stock | 01/17/2017 | | S ⁽⁴⁾ | | 8,438 D \$ 29.7465 | 34,333 | D |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to buy) ⁽⁶⁾ | \$ 22.03 | 08/01/2016 | | J | 577 | ⁽⁷⁾ 03/14/2018 | Common Stock | 577 |
| Stock Option (Right to buy) ⁽⁶⁾ | \$ 22.03 | 08/01/2016 | | J | 1,386 | ⁽⁷⁾ 03/14/2018 | Common Stock | 1,386 |
| Stock Option (Right to buy) ⁽⁸⁾ | \$ 25.62 | 08/01/2016 | | J | 2,709 | ⁽⁷⁾ 03/10/2021 | Common Stock | 2,709 |
| Stock Option (Right to buy) ⁽⁹⁾ | \$ 26.45 | 08/01/2016 | | J | 1,794 | ⁽⁷⁾ 03/09/2022 | Common Stock | 1,794 |
| Stock Option (Right to buy) ⁽¹⁰⁾ | \$ 30.86 | 08/01/2016 | | J | 1,495 | ⁽⁷⁾ 02/28/2023 | Common Stock | 1,495 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Havey Adam
400 PROFESSIONAL DR, SUITE 400
GAITHERSBURG, MD 20879

EVP,
Biodefense
Division

Signatures

/s/ Eric Burt,
Attorney-in-fact

01/19/2017

__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) In connection with the spin-off of Aptevo Therapeutics Inc. from Emergent BioSolutions Inc, on August 1, 2016 the reporting person received a grant of restricted stock units as a result of an adjustment to an existing Emergent restricted stock unit grant held by the reporting person prior to the spin-off. The restricted stock units vest in March 2017.
- (2) In connection with the spin-off of Aptevo Therapeutics Inc. from Emergent BioSolutions Inc, on August 1, 2016 the reporting person received a grant of restricted stock units as a result of an adjustment to an existing Emergent restricted stock unit grant held by the reporting person prior to the spin-off. The restricted stock units vest in March 2017 and March 2018.
- (3) In connection with the spin-off of Aptevo Therapeutics Inc. from Emergent BioSolutions Inc, on August 1, 2016 the reporting person received a grant of restricted stock units as a result of an adjustment to an existing Emergent restricted stock unit grant held by the reporting person prior to the spin-off. The restricted stock units vest in March 2017, March 2018 and March 2019.
- (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Havey.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.48 to \$30.15, inclusive.
- (6) Consists of an option granted on 03/15/2011 under the company's stock incentive plan as amended and restated. In connection with the spin-off on August 1, 2016, the reporting person received a grant of additional stock options as a result of an adjustment to preserve the pre-spin intrinsic value of an existing stock option grant. The adjustments included an adjustment to the stock option price of the grant.
- (7) The option grant vests in three equal installments on the day prior to the first, second and third anniversary dates of the grant.
- (8) Consists of an option granted on 03/11/2014 under the company's stock incentive plan as amended and restated. In connection with the spin-off on August 1, 2016, the reporting person received a grant of additional stock options as a result of an adjustment to preserve the pre-spin intrinsic value of an existing stock option grant. The adjustments included an adjustment to the stock option price of the grant.
- (9) Consists of an option granted on 03/10/2015 under the company's stock incentive plan as amended and restated. In connection with the spin-off on August 1, 2016, the reporting person received a grant of additional stock options as a result of an adjustment to preserve the pre-spin intrinsic value of an existing stock option grant. The adjustments included an adjustment to the stock option price of the grant.
- (10) Consists of an option granted on 03/01/2016 under the company's stock incentive plan as amended and restated. In connection with the spin-off on August 1, 2016, the reporting person received a grant of additional stock options as a result of an adjustment to preserve the pre-spin intrinsic value of an existing stock option grant. The adjustments included an adjustment to the stock option price of the grant.

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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