

REPLIGEN CORP  
Form 8-K  
May 01, 2019

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 30, 2019**

**REPLIGEN CORPORATION**

**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or Other Jurisdiction**

**000-14656**  
**(Commission**

**04-2729386**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**41 Seyon Street, Bldg. 1, Suite 100, Waltham, MA 02453**

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**(Address of Principal Executive Offices) (Zip Code)**

**(781) 250-0111**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement**

*Underwriting Agreement*

On April 30, 2019, Repligen Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Stephens Inc., as representatives of the underwriters named therein (collectively, the Underwriters), relating to an underwritten public offering (the Offering) of 2,734,375 shares of the Company's common stock, \$0.01 par value per share (the Common Stock), at a price to the public of \$64.00 per share (the Offering Price). After deducting the underwriting discounts and commissions and estimated offering expenses, the Company expects to receive net proceeds from the Offering of approximately \$164.4 million. The Company has also granted the Underwriters a 30-day option to purchase up to an additional 410,156 shares of Common Stock at the Offering Price, less underwriting discounts and commissions.

The Offering was made pursuant to the Company's effective automatic shelf registration statement on Form S-3 (File No. 333-231098), including the prospectus dated April 29, 2019, as supplemented by a prospectus supplement dated April 30, 2019, filed on May 1, 2019. The Offering is expected to close on or about May 3, 2019, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion of Goodwin Procter LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events**

On April 29, 2019, the Company issued a press release announcing the commencement of the Offering. On April 30, 2019, the Company issued a press release announcing the pricing of the Offering. Copies of these press releases are attached to this Current Report on Form 8-K as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated as of April 30, 2019, among Repligen Corporation, J.P. Morgan Securities LLC and Stephens Inc., as representatives of the underwriters named therein.</u>
5.1	<u>Opinion of Goodwin Procter LLP.</u>
23.1	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
99.1	<u>Press release issued by Repligen Corporation on April 29, 2019.</u>
99.2	<u>Press release issued by Repligen Corporation on April 30, 2019.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REPLIGEN CORPORATION**

Dated: May 1, 2019

By: /s/ Tony J. Hunt  
Tony J. Hunt  
President and Chief Executive Officer