

REPLIGEN CORP

Form 4

June 10, 2014

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERLIHY WALTER C

(Last) (First) (Middle)

**C/O REPLIGEN
CORPORATION, 41 SEYON
STREET SUITE 100, BUILDING 1**

(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
REPLIGEN CORP [RGEN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2014

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)

PRESIDENT, CEO

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 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 (A) or (D)	Price	
Common Stock	06/06/2014		M		20,000	A \$ 5.87	582,432 D
Common Stock	06/06/2014		F		5,752 (1)	D \$ 20.41	576,680 D
Common Stock	06/06/2014		M		10,000	A \$ 3.33	586,680 D
Common Stock	06/06/2014		F		1,632 (2)	D \$ 20.41	585,048 D
Common Stock	06/06/2014		M		21,250	A \$ 6.23	606,298 D

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Common Stock	06/06/2014	F	6,486 (3)	D	\$ 20.41	599,812	D
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.87 <u>(1)</u>	06/06/2014		M	20,000 <u>(1)</u>	06/06/2009	06/06/2018	Common Stock	20,000
Stock Option (Right to Buy)	\$ 3.33 <u>(2)</u>	06/06/2014		M	10,000 <u>(2)</u>	07/15/2011	07/15/2020	Common Stock	10,000
Stock Option (Right to Buy)	\$ 6.23 <u>(3)</u>	06/06/2014		M	21,250 <u>(3)</u>	02/28/2014	02/28/2023	Common Stock	21,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERLIHY WALTER C C/O REPLIGEN CORPORATION 41 SEYON STREET SUITE 100, BUILDING 1 WALTHAM, MA 02453	X		PRESIDENT, CEO	

Signatures

/s/ Jeffrey P. Leduc (Attorney in
Fact)

06/10/2014

__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) Payment made via forfeiture of 5,752 shares of Common Stock valued at the Closing Price of \$20.41 on June 6, 2014.

(2) Payment made via forfeiture of 1,632 shares of Common Stock valued at the Closing Price of \$20.41 on June 6, 2014.

(3) Payment made via forfeiture of 6,486 shares of Common Stock valued at the Closing Price of \$20.41 on June 6, 2014.

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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