

Emergent BioSolutions Inc.  
Form 4  
March 02, 2017

# 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 \*  
**Kramer Robert**  
  
(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)  
**02/28/2017**  
  
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, Corporate Services Div**  
  
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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <u>(1)</u>	08/01/2016		J		1,672 A \$ 0	70,000	D
Common Stock <u>(2)</u>	08/01/2016		J		1,061 A \$ 0	71,061	D
Common Stock <u>(3)</u>	08/01/2016		J		1,425 A \$ 0	72,486	D
Common Stock <u>(4)</u>	02/28/2017		A		8,161 A \$ 0	80,647	D
Common Stock	02/28/2017		A		8,162 <u>(5)</u> A \$ 0	88,809	D

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Common Stock      02/28/2017      F      1,799      D      \$ 30.63      87,010      D

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

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**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)	\$ 25.62	08/01/2016		J	1,672	<u>(7)</u> 03/10/2021	Common Stock      1,672
Employee Stock Option (Right to buy) <sup>(8)</sup>	\$ 26.45	08/01/2016		J	2,121	<u>(6)</u> 03/09/2022	Common Stock      2,847
Employee Stock Option (Right to buy) <sup>(9)</sup>	\$ 30.86	08/01/2016		J	2,847	<u>(6)</u> 02/28/2023	Common Stock      2,847
Employee Stock Option (Right to buy)	\$ 30.63	02/28/2017		A	32,638	<u>(8)</u> 02/27/2024	Common Stock      32,638

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Kramer Robert  
400 PROFESSIONAL DR, SUITE 400  
GAITHERSBURG, MD 20879

EVP, Corporate Services Div

## Signatures

/s/ Eric Burt,  
Attorney-in-fact

03/02/2017

\_\_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) Consists of restricted stock units granted under the Amended and Restated Emergent BioSolutions Inc. 2006 Stock Incentive Plan, as amended.

(5) Consists of performance stock units granted under the Amended and Restated 2006 Emergent BioSolutions Inc. Stock Incentive Plan, as amended. Each PSU represents a right to receive one share of common stock. The PSUs vest upon achievement with respect to net income as a percentage of total revenue for the 2019 fiscal year, each as determined in accordance with GAAP, as certified by the Compensation Committee following the performance period.

(6) The option grant vests in three equal installments on the day prior to the first, second and third anniversary dates of the grant.

(7) 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.

(8) 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.

(9) 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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