

REPLIGEN CORP
Form 4
March 22, 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 *
Benjamin Howard

(Last) (First) (Middle)

C/O REPLIGEN CORPORATION, 41 SEYON ST, BLDG 1, STE 100

(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)
03/20/2017

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)
VP Business Development

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				(A) or (D)	Price
Common Stock	03/20/2017		M			4,968	A	\$ 15.91	36,124	D	
Common Stock	03/20/2017		S			4,968	D	\$ 34.6103 (1)	31,156	D	
Common Stock	03/20/2017		S			7,248	D	\$ 34.6316 (2)	23,908	D	
Common Stock	03/20/2017		M			10,000	A	\$ 6.23	33,908	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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(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)	\$ 15.91	03/20/2017		M	4,968	<u>(3)</u> 02/27/2024	Common Stock	4,968
Stock Option (Right to Buy)	\$ 6.23	03/20/2017		M	10,000	<u>(3)</u> 02/28/2023	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benjamin Howard C/O REPLIGEN CORPORATION 41 SEYON ST, BLDG 1, STE 100 WALTHAM, MA 02453			VP Business Development	

Signatures

/s/ Jeffrey P. Leduc (Attorney in Fact) 03/22/2017

**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) \$34.6103 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.475 to \$34.73, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange

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Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

\$34.6316 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.475 to \$34.74, inclusive.

- (2) The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) This option is currently exercisable.

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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