

EDDLEMAN ROY T
Form 4
August 13, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EDDLEMAN ROY T

(Last) (First) (Middle)

C/O TROYGOULD PC, 1801
CENTURY PARK E., 16TH
FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common stock	08/09/2018		S	V Amount (A) or (D) \$ 49.674 (1)	720,000	I	As trustee (2)
Common stock	08/09/2018		S	V Amount (A) or (D) \$ 49.5395 (3)	370,000	I	As trustee (4)
Common stock					357,518	D (5)	
Common stock					2,903,466	I	As trustee (6)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EDDLEMAN ROY T
C/O TROYGOULD PC, 1801 CENTURY PARK E.
16TH FLOOR
LOS ANGELES, CA 90067

X

Signatures

Istvan Benko, as Attorney-in-Fact for Roy T.
Eddleman

08/13/2018

__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) The price is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$49.6450 to \$49.6950, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each price with the price ranges set forth in this footnote and in footnote (3), below.

(2) The shares shown are held, of record, by a charitable remainder unitrust of which the reporting person is the sole trustee and, as such, has investment and voting control over such shares, and is a lifetime beneficiary. The reporting person disclaims as beneficial ownership of the shares except to the extent of his pecuniary interest therein.

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- (3) The price is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$49.4328 to \$49.5959, inclusive.

- The shares shown are held, of record, by a second charitable remainder unitrust of which the reporting person is the sole trustee and, as
- (4) such, has investment and voting control over such shares, and is a lifetime beneficiary. The reporting person disclaims as beneficial ownership of the shares except to the extent of his pecuniary interest therein.

- The shares shown are held for the benefit of the reporting person in a 15-month escrow account established in connection with the
- (5) acquisition of Spectrum, Inc. by the issuer on August 1, 2017 and are subject to potential indemnification claims of the issuer relating to the acquisition.

- (6) The shares shown are held of record by the Roy T. Eddleman Living Trust UAD 8-7-2000, of which the reporting person is the sole trustee, and as such, has investment and voting control over such shares.

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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