SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287									
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person [*] Havey Adam	2. Issuer Name and Ticker or Trading Symbol Emergent BioSolutions Inc. [EBS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 400 PROFESSIONAL DR, SUITE 400	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2021	X Officer (give title Other (specify below) below) EVP, Business Operations					
(Street) GAITHERSBURG MD 20879 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/24/2021		A		3,744 ⁽¹⁾	A	\$ <mark>0</mark>	36,764	D	
Common Stock	02/24/2021		A		3,744 ⁽²⁾	A	\$ <mark>0</mark>	40,508	D	
Common Stock ⁽³⁾	02/24/2021		F		847	D	\$93.49	39,661	D	
Common Stock ⁽³⁾	02/26/2021		F		739	D	\$97.15	38,922	D	
Common Stock ⁽³⁾	02/26/2021		F		732	D	\$97.15	38,190	D	

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. Transa Code (8)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ive ies ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	\$93.49	02/24/2021		A		14,973		(4)	02/23/2028	Common Stock	14,973	\$93.49	14,973	D	

Explanation of Responses:

1. Consists of restricted stock units granted under the company's Stock Incentive Plan. These restricted stock units vest in three equal annual installments beginning on the day prior to the first anniversary of the date of grant, assuming continued service with the company. Each restricted stock unit represents the right of the Reporting Person to receive one share of common stock of Emergent BioSolutions Inc., subject to adjustment as provided in the grant agreement.

2. Consists of performance stock units granted under the Emergent BioSolutions Inc. Stock Incentive Plan. Each PSU represents a right to receive one share of common stock. The PSUs vest upon achievement with respect to adjusted EBITDA margin calculated on a cumulative basis over the three-year period beginning January 1, 2021 and ending December 31, 2023, as certified by the Compensation Committee following the performance period. The amount reported is based on the target performance payout factor, or 100%.

3. Represents shares of common stock withheld to pay taxes.

4. Vests in three equal installments beginning on the day prior to the anniversary date of the grant.

Remarks:

<u>/s/ S. Scott Lieberman,</u> <u>Attorney-in-fact</u>

02/26/2021

** Signature of Reporting Person Date

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

* 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).

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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