

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM S-8**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**EMERGENT BIOSOLUTIONS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**14-1902018**

(I.R.S. Employer  
Identification No.)

**300 Professional Drive  
Gaithersburg, Maryland 20879**

(Address of Principal Executive Offices and Zip Code)

**EMERGENT BIOSOLUTIONS INC. AMENDED AND RESTATED STOCK INCENTIVE PLAN**

(Full title of the plan)

**Richard S. Lindahl  
Executive Vice President, Chief Financial Officer and Treasurer**

**Emergent BioSolutions Inc.**

**300 Professional Drive  
Gaithersburg, Maryland 20879**

(Name and address of agent for service)

**(240) 631-3200**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Matthew C. Franker  
Michael J. Riella  
Covington & Burling LLP  
One CityCenter  
850 Tenth Street, N.W.  
Washington, D.C. 20001  
(202) 662-6000**

**Jennifer Fox  
Executive Vice President, External Affairs, General Counsel and Corporate  
Secretary  
Emergent BioSolutions Inc.  
300 Professional Drive  
Gaithersburg, Maryland 20879  
(240) 631-3200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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#### EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is filed by Emergent BioSolutions Inc. (the "Company") for the purpose of registering additional shares of its common stock, \$0.001 par value per share (the "Common Stock"), under the Emergent BioSolutions Inc. Amended and Restated Stock Incentive Plan (the "Incentive Plan").

This Registration Statement registers the offer and sale of 2,100,000 additional shares of Common Stock that are available for issuance under the Incentive Plan, as approved by the board of directors of the Company and the Company's stockholders.

Of the 31,208,561 shares of Common Stock currently authorized by the Incentive Plan, in addition to the shares, the offer and sale of which is being registered hereby, the Company has previously registered the offer and sale of: (a) 4,783,561 shares of Common Stock pursuant to the Company's [Registration Statement on Form S-8 filed on December 8, 2006](#) (Commission File No. 333-139190), (b) 3,900,000 shares of Common Stock pursuant to the Company's [Registration Statement on Form S-8 filed on August 7, 2009](#) (Commission File No. 333-161154), (c) 2,500,000 shares of Common Stock pursuant to the Company's [Registration Statement on Form S-8 filed on November 1, 2012](#) (Commission File No. 333-184699), (d) 4,000,000 shares of Common Stock pursuant to the [Company's Registration Statement on Form S-8 filed on May 23, 2014](#) (Commission File No. 333-196232), (e) 3,750,000 shares of Common Stock pursuant to the Company's [Registration Statement on Form S-8 filed on February 27, 2017](#) (Commission File No. 333-216294), (f) 3,000,000 shares of Common Stock pursuant to the Company's [Registration Statement on Form S-8 filed on May 30, 2018](#) (Commission File No. 333-225283), (g) 3,500,000 shares of Common Stock pursuant to the Company's [Registration Statement on Form S-8 filed on June 4, 2021](#) (Commission File No. 333-256798), and (h) 3,675,000 shares of Common Stock pursuant to the Company's [Registration Statement on Form S-8 filed on June 5, 2023](#) (Commission File No. 333-272433) (collectively, the "Original Registration Statements").

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), the contents of the Original Registration Statements, including any amendments thereto or filings incorporated therein by reference, are incorporated herein by reference and made part of this Registration Statement. Any items in the Original Registration Statements not expressly changed hereby shall be as set forth in the Original Registration Statements.

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#### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents (File No. 001-33137) previously filed with the Securities and Exchange Commission (the "SEC") are hereby incorporated by reference:

- the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on March 8, 2024 (the “2023 Annual Report”);
- all other reports filed with the SEC pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the 2023 Annual Report; and
- the description of the Common Stock contained in Exhibit 4.6 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on February 19, 2021, including any amendments or reports filed for the purposes of updating this description.

All reports and other documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents, except as to specific sections of such statements as set forth therein.

Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K (or any portion thereof so furnished) prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

**Item 6. Indemnification of Directors and Officers.**

**Item 8. Exhibits.**

Exhibit Number	Description
4.1	<a href="#">Third Restated Certificate of Incorporation of the Company</a> (incorporated by reference to Exhibit 3 to the Company’s Quarterly Report on Form 10-Q, filed with the SEC on August 5, 2016).
4.2	<a href="#">Amended and Restated By-laws of the Company</a> (incorporated by reference to Exhibit 3 to the Company’s Current Report on Form 8-K, filed with the SEC on August 16, 2012).
4.3	<a href="#">Specimen Common Stock Certificate</a> (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Company’s Registration Statement on Form S-1, filed with the SEC on October 20, 2006).
4.4	<a href="#">Emergent BioSolutions Inc. Amended and Restated Stock Incentive Plan</a> (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, filed with the SEC on May 29, 2024).
5.1*	<a href="#">Opinion of Covington &amp; Burling LLP.</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>
23.2*	<a href="#">Consent of Covington &amp; Burling LLP (contained in Exhibit 5.1).</a>
24*	<a href="#">Power of Attorney (contained on signature page hereto).</a>
107*	<a href="#">Filing Fee Table.</a>

\*Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gaithersburg, State of Maryland, on this 6th day of August, 2024.

By: /s/ Richard S. Lindahl  
Richard S. Lindahl  
Executive Vice President, Chief Financial Officer and Treasurer

## POWER OF ATTORNEY AND SIGNATURES

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints Joseph Papa, President and Chief Executive Officer and Richard S. Lindahl, Executive Vice President, Chief Financial Officer and Treasurer, and Jennifer Fox, Executive Vice President, External Affairs, General Counsel and Corporate Secretary, and each of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Joseph C. Papa</u> Joseph C. Papa	President and Chief Executive Officer and Director (Principal Executive Officer)	August 6, 2024
<u>/s/ Richard S. Lindahl</u> Richard S. Lindahl	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 6, 2024
<u>/s/ Zsolt Harsanyi, Ph.D.</u> <u>Zsolt Harsanyi, Ph.D.</u>	Chairman of the Board	August 6, 2024
<u>/s/ Sujata Dayal</u> <u>Sujata Dayal</u>	Director	August 6, 2024
<u>/s/ Donald DeGolyer</u> Donald DeGolyer	Director	August 6, 2024
<u>/s/ Neal Fowler</u> Neal Fowler	Director	August 6, 2024
<u>/s/ Keith Katkin</u> <u>Keith Katkin</u>	Director	August 6, 2024
<u>/s/ Ronald B. Richard</u> Ronald B. Richard	Director	August 6, 2024
<u>/s/ Louis W. Sullivan, M.D.</u> Louis W. Sullivan, M.D.	Director	August 6, 2024
<u>/s/ Marvin White</u> Marvin White	Director	August 6, 2024
<u>/s/ Kathryn C. Zoon, Ph.D.</u> Kathryn C. Zoon, Ph.D.	Director	August 6, 2024

**Calculation of Filing Fee Table**

Form S-8  
(Form Type)

Emergent BioSolutions Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, to be issued under the Emergent BioSolutions Inc. Amended and Restated Stock Incentive Plan	Other	2,100,000 <sup>(3)</sup>	\$9.24	\$19,404,000	0.00014760	\$2,864.04
Total Offering Amounts					\$19,404,000		\$2,864.04
Total Fee Offsets							\$—
Net Fee Due							\$2,864.04

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the registrant’s common stock that become issuable in respect of such securities by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, and based upon the average of the high and low prices of the registrant’s Common Stock as reported on The New York Stock Exchange on August 5, 2024.
- (3) Represents additional shares of the registrant’s Common Stock reserved for issuance under the registrant’s Amended and Restated Stock Incentive Plan, to which this Registration Statement relates.

# COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT  
JOHANNESBURG LONDON LOS ANGELES NEW YORK  
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP  
One CityCenter  
850 Tenth Street, NW  
Washington, DC 20001-4956  
T +1 202 662 6000

August 6, 2024

Emergent BioSolutions Inc.  
300 Professional Drive  
Gaithersburg, Maryland 20879

Ladies and Gentlemen:

We have acted as counsel to Emergent BioSolutions Inc., a Delaware corporation (the “Company”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “Securities Act”), of the offer and sale of 2,100,000 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), issuable under the Emergent BioSolutions Inc. Amended and Restated Stock Incentive Plan (the “Incentive Plan”), pursuant to the Registration Statement on Form S-8 filed with the United States Securities and Exchange Commission on the date hereof (such registration statement is referred to herein as the “Registration Statement”).

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Incentive Plan and any individual agreements relating to such Shares, the Shares will be validly issued, fully paid and nonassessable.

We are members of the bar of the District of Columbia. We do not express any opinion herein on any laws other than the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Covington & Burling LLP





**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8), filed on August 6, 2024, pertaining to the Amended and Restated Stock Incentive Plan of Emergent BioSolutions Inc. of our reports dated March 8, 2024, with respect to the consolidated financial statements and schedule of Emergent BioSolutions Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Emergent BioSolutions Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia  
August 6, 2024