UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 6, 2017**

EMERGENT BIOSOLUTIONS INC.
(Exact name of registrant as specified in its charter)

DELAWARE	**001-33137**	**14-1902018**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

400 Professional Drive, Suite 400,
Gaithersburg, Maryland 20879

(Address of principal executive offices, including zip code)

(240) 631-3200
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 6, 2017, pursuant to the Asset Purchase Agreement, dated as of July 14, 2017, with Sanofi Pasteur Biologics, LLC and Acambis Research Ltd. (collectively, the "Seller"), Emergent completed the previously announced acquisition of certain assets and liabilities of Seller relating to the ACAM2000® (Smallpox (Vaccinia) Vaccine, Live) business. At the closing, Emergent paid $97.5 million in an upfront payment and $20 million in milestone payments earned as of the closing date and tied to the achievement of certain regulatory and manufacturing-related milestones, for a total payment in cash of $117.5 million. The agreement includes a potential milestone payment of up to $7.5 million, tied to the achievement of the remaining regulatory milestone event.

Emergent acquired, among other assets, (1) ACAM2000, the only vaccine approved by the Food and Drug Administration for active immunization against smallpox disease, (2) an existing ten-year contract, originally valued at up to $425 million, with the Centers for Disease Control and Prevention ("CDC") with a remaining value of up to approximately $160 million for deliveries of ACAM2000 to the Strategic National Stockpile and (3) a U.S.-based facility for cGMP manufacturing of ACAM2000, the lease to a U.S.-based cGMP facility for the fill/finish of ACAM2000 along with approximately 100 employees involved in the production of ACAM2000.

In connection with the closing of the transaction, Emergent entered into various agreements with Seller and their affiliates, including: (1) a pre-novation agreement pursuant to which Seller is subcontracting to Emergent the rights and obligations of Seller under the CDC agreement until novation of the CDC agreement to Emergent is effective; (2) a bulk manufacturing agreement for a ten-year term under which Emergent will manufacture the Seller's Japanese encephalitis virus vaccine ("JEVV") on behalf of Seller at the cGMP manufacturing facility located in Canton, Massachusetts acquired by Emergent in connection with the transaction; and (3) a transitional services agreement pursuant to which Seller will be performing certain services on behalf of Emergent for a limited period of time following the closing of the transaction.

The completion of the acquisition follows the satisfaction or waiver by the parties, as applicable, of all closing conditions, including termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

Additional information and details regarding the Agreement and the acquisition were previously disclosed in Item 1.01 of Emergent's Form 8-K filed on July 14, 2017, which is incorporated by reference into this Item 2.01. The foregoing description of the terms and conditions of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, which was filed as Exhibit 2 to Emergent's Form 8-K filed on July 14, 2017.

The Agreement is not intended to provide any other factual information about Emergent or Seller. In particular, the assertions embodied in the representations and warranties contained in the Agreement were qualified by information in the disclosure schedules provided by Seller to Emergent in connection with the signing of the Agreement or in filings of the parties with the Securities and Exchange Commission. These confidential disclosure schedules contain information that modifies, qualifies and creates exceptions to the representations and warranties and certain covenants set forth in the Agreement. Moreover, certain representations, warranties and covenants in the Agreement were used for the purposes of allocating risk between Emergent and the Seller rather than establishing matters of fact or reflecting what investors may view as material. Accordingly, the representations and warranties and covenants in the Agreement or any descriptions thereof should not be relied on as a characterization of the actual state of facts about Emergent or Seller or their respective subsidiaries or affiliates. Additionally, the representations, warranties, covenants, conditions and other terms of the Agreement were made subject to subsequent waiver or modification. Moreover, information concerning the subject matter of the representations and warranties and covenants in the agreement may have changed after the date of the agreement, which subsequent information may or may not be fully reflected in Emergent's or the Seller's public disclosures.

Item 7.01. Regulation FD Disclosure.

On October 6, 2017, Emergent issued a press release announcing completion of the acquisition, which is filed as Exhibit 99 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99	Press release, dated October 6, 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMERGENT BIOSOLUTIONS INC.

Dated: October 6, 2017

By: /s/ ROBERT G. KRAMER, SR.

Name: Robert G. Kramer, Sr.
Title: Executive Vice President, Administration, and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99	Press release, dated October 6, 2017.

Investor Contact:
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EMERGENT BIOSOLUTIONS COMPLETES ACQUISITION OF ACAM2000® BUSINESS FROM SANOFI

GAITHERSBURG, Md., October 6, 2017—Emergent BioSolutions Inc. (NYSE: EBS) announced today that it has completed its acquisition of Sanofi's ACAM2000®, (Smallpox (Vaccinia) Vaccine, Live) business, which includes ACAM2000, the only smallpox vaccine approved by the U.S. Food and Drug Administration (FDA), a cGMP live viral manufacturing facility and office and warehouse space both in Canton, Massachusetts, and a cGMP viral fill/finish facility in Rockville, Maryland. With this acquisition, Emergent also plans to assume responsibility for an existing 10-year contract with the Centers for Disease Control and Prevention (CDC), originally valued at up to $425 million and with a remaining value of up to approximately $160 million, for the delivery of ACAM2000 to the Strategic National Stockpile (SNS) and establishing U.S.-based manufacturing of ACAM2000. The completion of the acquisition follows the satisfaction or waiver by the parties, as applicable, of all closing conditions, including termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act), as amended.

"Emergent is pleased with the closing of this transaction, which expands our portfolio of revenue-generating products, strengthens our manufacturing capabilities, and grows our workforce of talented and committed professionals," said Daniel J. Abdun-Nabi, president and chief executive officer of Emergent BioSolutions. "We look forward to integrating the ACAM2000 business into our operations and working with the U.S. government to ensure an uninterrupted supply of ACAM2000 to the SNS."

At the closing, Emergent paid $97.5 million in an upfront payment and $20 million in milestone payments earned as of the closing date tied to the achievement of certain regulatory and manufacturing-related milestones, for a total payment in cash of $117.5 million. The agreement includes a potential milestone payment of up to $7.5 million, tied to the achievement of the remaining regulatory milestone event.

Facility Licensure and Resumption of ACAM2000 Deliveries
With the closing of the transaction, Emergent expects to complete the tech transfer of an upstream portion of ACAM2000 manufacturing to the Canton facility. Fulfillment of all remaining product deliveries under the existing CDC contract is contingent on Emergent successfully securing FDA approval of a recent supplemental Biologics License Application (sBLA) submission.

The company anticipates resuming deliveries of ACAM2000 under the existing CDC contract in 2018. In addition, the CDC contract will expire and be up for renewal or extension in 2018 and the company intends to negotiate a follow-on, multi-year contract with the U.S. government to ensure the continued supply of ACAM2000 to the SNS.

2017 Financial Forecast
The company will be issuing financial results in early November for the three and nine months ended September 30, at which time it will provide an update on the impact of this transaction on full-year 2017 guidance.

About ACAM2000
ACAM2000 is the primary smallpox vaccine designated for use in a bioterrorism emergency, with more than 230 million doses having been supplied to the U.S. Strategic National Stockpile. ACAM2000 is also licensed in Australia and Singapore, and is currently stockpiled both in the U.S. and internationally.

About Smallpox
Smallpox is a highly contagious disease caused by the variola virus, a member of the Orthopox virus family. According to the CDC, it is one of the most devastating diseases with a mortality rate as high as 30%. Smallpox is classified by the CDC as a Category A bioterrorism agent and the U.S. government continues to invest in countermeasures to protect the nation from this threat. Governments around the world are also taking precautionary measures to be ready to deal with a potential smallpox outbreak.

About Emergent BioSolutions
Emergent BioSolutions Inc. is a global life sciences company seeking to protect and enhance life by focusing on providing specialty products for civilian and military populations that address accidental, intentional, and naturally emerging public health threats. Through our work, we envision protecting and enhancing 50 million lives with our products by 2025. Additional information about the company may be found at www.emergentbiosolutions.comemergentbiosolutions.com. Follow us @emergentbiosolu.

Safe Harbor Statement
This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact, including statements regarding the expected FDA licensure of the U.S. manufacturing facility for ACAM2000, the anticipated delivery schedule under the existing CDC contract, the potential opportunities and financial impact of the transaction, and any other statements containing the words "believes," "expects," "anticipates," "intends," "plans," "targets," "forecasts," "estimates" and similar expressions are forward-looking statements. These forward-looking statements are based on our current intentions, beliefs and expectations regarding future events. We cannot guarantee that any forward-looking statement will be accurate. Investors should realize that if underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could differ materially from our expectations. Investors are, therefore, cautioned not to place undue reliance on any forward-looking statement. Any forward-looking statement speaks only as of the date of this press release, and, except as required by law, we do not undertake to update any forward-looking statement to reflect new information, events or circumstances.

There are a number of important factors that could cause the company's actual results to differ materially from those indicated by such forward-looking statements, including our ability to successfully integrate the business and realize the benefits of the transaction; the timing of expected FDA approval of the sBLA; our ability to extend or to otherwise deliver under the ACAM2000 contract with the CDC upon its expiration in 2018; the timing and yearly volume of product deliveries to the CDC once such deliveries have resumed under the current contract; the availability of funding and the exercise of options under the current contract for ACAM2000; and our ability to secure a follow-on, multi-year contract with the CDC.

The foregoing sets forth many, but not all, of the factors that could cause actual results to differ from our expectations in any forward-looking statement. Investors should consider this cautionary statement, as well as the risk factors identified in our periodic reports filed with the SEC, when evaluating our forward-looking statements.

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