SEC Form 4

FORM 4

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

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|
| Estimated average burden | | | | | | | |
| hours per response: | 0.5 | | | | | | |

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 |
|---|---|
| U | 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 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] Hauer Jerome M | | | | r Name and Ticker g <u>ent BioSolu</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|--|---------------------------|--|---|--|------------------|-----------------|--|---|--|---------------|--|
| (Last) 400 PROFE | (First) SSIONAL DR, SI | (Middle) JITE 400 | 3. Date 01/22/2 | of Earliest Transac 2015 | tion (Month/D | ay/Year) | | Officer (give title below) | Other below | (specify) | |
| (Street) GAITHERSBURG MD 20879 (City) (State) (Zip) | | | 4. If Am | endment, Date of C | Driginal Filed (| Month/Day/Year) | 6. Indiv Line) X | Individual or Joint/Group Filing (Check Applicable ine) 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 | | | | | | | | | | | |
| Date | | 2. Transaction Date (Month/Dav/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. | | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial | | |

| | (Month/Day/Year) | if any (Month/Day/Year) | Code (8) | | 5) | | | Beneficially Owned Following Reported | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|-----------------------------|------------------|----------------------------|--------------|---|----------------------|---------------|-------------------|---|-----------------------------------|---------------------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150. 4) |
| Common Stock ⁽¹⁾ | 01/22/2015 | | Α | | 7,050 ⁽²⁾ | A | \$ <mark>0</mark> | 7,550 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature 10. Conversion Transaction Expiration Date (Month/Day/Year) Date Execution Date. of Securities Derivative derivative Ownership of Indirect (Month/Day/Year) Security (Instr. 3) or Exercise if any (Month/Day/Year) Code (Instr. Derivative Underlying Derivative Security Security (Instr. 5) Securities Form Beneficial Price of Beneficially Direct (D) 8) Securities Ownership Acquired Derivative (Instr. 3 and 4) Owned or Indirect (Instr. 4) (A) or Disposed of (D) (Instr. 3, 4 and 5) Following Security (I) (Instr. 4) Reported Transaction(s) (Instr. 4) Amount or Number of Shares Date Exercisable Expiration Date v (A) (D) Title Code Director Stock Option 01/22/2015 01/22/2016⁽³⁾ Commo 14,100 \$27.93 Α 14.100 01/21/2022 \$<mark>0</mark> 14.100 D Stock (right to buy)

Explanation of Responses:

1. Consists of restricted stock units granted under the Third Amended and Restated Emergent BioSolutions Inc. 2006 Stock Incentive Plan.

2. These restricted stock units vest in three equal annual installments beginning on 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.

3. The option will vest in three equal annual installments beginning on the first anniversary of the date of grant, assuming continued service with the company.

Remarks:

/s/ Eric Burt, attorney-in-fact

** Signature of Reporting Person

01/23/2015 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.