

**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): May 20, 2021

**EMERGENT BIOSOLUTIONS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33137**  
(Commission File Number)

**14-1902018**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.001 per share	EBS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.***Amendment to Stock Incentive Plan*

On May 20, 2021, Emergent BioSolutions Inc. (the "Company") held its 2021 annual meeting of stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders approved the Emergent BioSolutions Inc. Amended and Restated Stock Incentive Plan (the "Amended Plan"). The Board of Directors previously adopted the Amended Plan on March 18, 2021, subject to stockholder approval.

The Amended Plan increases the number of shares of the Company's common stock available for issuance under the plan by 3,500,000 shares, subject to adjustment in the event of stock splits and other similar events and removes references to Section 162(m) of the Internal Revenue Code of 1986, as amended.

The description above is a summary of certain provisions contained in the Amended Plan and does not purport to be complete. A more fulsome description of the terms and conditions of the Amended Plan is set forth in the Company's definitive proxy statement on Schedule 14A related to the Annual Meeting, filed on April 9, 2021 (the "Proxy Statement"). Such descriptions are qualified in their entirety by reference to the Amended Plan, a blacklined copy of which is attached as Appendix A to the Proxy Statement.

*Departure of Director*

Dr. Sue Bailey completed her term as a director of the Company and did not stand for reelection when her term as a Class III director expired at the Annual Meeting.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

As noted above, the Annual Meeting was held on May 20, 2021. A total of 49,582,397 shares of the Company's common stock were present or represented by proxy, which represented approximately 92.54% of the Company's 53,576,925 shares of common stock that were outstanding and entitled to vote at the Annual Meeting as of the record date of March 25, 2021. Stockholders considered the four proposals outlined below, each of which is described in more detail in the Proxy Statement.

*Proposal 1.* To elect three Class III directors to hold office for a term expiring at our 2024 annual meeting of stockholders and until their respective successors are duly elected and qualified. All director nominees were elected. The voting results were as follows:

<u>Director Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstaining</u>	<u>Broker Non-Votes</u>
Robert Kramer	46,009,428	1,220,174	115,345	2,237,450
Jerome Hauer	43,425,265	3,804,300	115,382	2,237,450
Marvin White	38,135,285	8,490,961	718,701	2,237,450

*Proposal 2.* To ratify the appointment by the Audit Committee of Ernst & Young LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2021. Proposal 2 was approved. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstaining</u>	<u>Broker Non-Votes</u>
49,001,106	538,419	42,872	N/A

*Proposal 3.* To approve, on an advisory basis, the compensation of our named executive officers. Proposal 3 was approved. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstaining</u>	<u>Broker Non-Votes</u>
45,345,745	1,957,145	42,057	2,237,450

*Proposal 4.* To approve an amendment to our stock incentive plan. Proposal 4 was approved. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstaining</u>	<u>Broker Non-Votes</u>
44,092,331	3,208,764	43,852	2,237,450

**Item 7.01 Regulation FD Disclosure.**

On May 20, 2021, Company management delivered a presentation at the Annual Meeting. A copy of the presentation is being furnished as Exhibit 99 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99	<a href="#">Annual Meeting Presentation</a> .
101	Emergent BioSolutions Inc. Current Report on Form 8-K, dated May 20, 2021, formatted in XBRL (Extensible Business Reporting Language): Cover Page. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

**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: May 25, 2021

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



# Emergent BioSolutions Inc. 2021 Annual Meeting of Stockholders

May 20, 2021

# Agenda

1. Call to Order; Rules and Procedure
2. Introductions
3. Procedural Matters; Declaration of Quorum
4. Presentation of the proposals to be considered and voted on by the stockholders as set forth in the proxy statement:
  - **Proposal No. 1:** Election of Directors
  - **Proposal No. 2:** Ratification of Independent Registered Accounting Firm
  - **Proposal No. 3:** Advisory Vote to Approve the Compensation of Named Executive Officers
  - **Proposal No. 4:** Amendment to our Stock Incentive Plan
5. Report of Voting Results by Inspector of Election
6. Adjournment of the Formal Meeting
7. State of the Company
8. General Q&A Session



**Fuad El-Hibri**  
Executive Chairman of  
the Board of Directors



**Robert G. Kramer**  
President and  
Chief Executive Officer



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



**Atul Saran**  
Executive Vice President,  
Corporate Development  
and General Counsel



# State of the Company

**Robert G. Kramer**  
*President and Chief Executive Officer*

## Key Takeaways



- The state of the company today is strong and resilient – just as it has always been.
  - Anticipate continued need for core medical countermeasures that support preparedness and response.
  - The CDMO services we provide remain in high demand across the pharma/biotech sector.
  - Development initiatives focused on vaccines, therapeutics and drug-device combination products continues to be an important driver of future growth potential.
  - Our 2024 growth strategy goals remain on track.
  - We all remain committed as ever to our mission of protecting and enhancing life.
  - 1Q21 financial performance reflects the strength and durability of our diversified business.
  - 1Q21 balance sheet reflects strength through significant liquidity and flexibility to fund operations and pursue opportunities.
  - Our response to the FDA includes a Quality Enhancement Plan and related Sustainable Compliance Plan
  - Our principal objective is unchanged: to strengthen and stabilize the global supply chain of JNJ's COVID-19 vaccine.
- **WHILE WE FACE CHALLENGES, WE ALL REMAIN CONFIDENT IN OUR FUTURE GROWTH.**

# Question & Answer Session



# Safe Harbor Statement



This presentation 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, without limitation, demand for medical countermeasures in our industry and our CDMO services, our growth potential, our growth strategy and our ability to meet the needs of our customers, and any other statements containing the words "will," "believes," "expects," "anticipates," "intends," "plans," "targets," "forecasts," "estimates," 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 statements speak only as of the date of this presentation, 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 our actual results to differ materially from those indicated by such forward-looking statements, including the impact of COVID-19 on the markets, our operations and employees as well as those of our customers and suppliers; the ability to obtain authorization from the FDA to produce the products and product candidates of our customers; availability of U.S. government funding for procurement of our products and certain product candidates and the future exercise of options under contracts related to such procurement; the negotiation of further commitments or contracts related to the collaboration and deployment of capacity toward future commercial manufacturing under our CDMO contracts; our ability to perform under our contracts with the U.S. government and our CDMO clients, including the timing of and specifications relating to deliveries; the continued exercise of discretion by BARDA to procure additional doses of AV7909 (Anthrax Vaccine Adsorbed, Adjuvanted) prior to approval by the FDA; our ability to secure licensure of AV7909 from the FDA within the anticipated timeframe, if at all; our ability to secure follow-on procurement contracts for our solutions to public health threats that are under procurement contracts that have expired or will be expiring; our ability to successfully appeal the patent litigation decision related to NARCAN® Nasal Spray 4mg/spray; our ability and the ability of our collaborators to enforce patents related to NARCAN® Nasal Spray against potential generic entrants; our ability to identify and acquire companies, businesses, products or product candidates that satisfy our selection criteria; our ability and the ability of our contractors and suppliers to maintain compliance with Current Good Manufacturing Practices and other regulatory obligations; our ability to comply with the operating and financial covenants required by our senior secured credit facilities and the indenture governing our senior unsecured notes due 2028; our ability to obtain and maintain regulatory approvals for our other product candidates and the timing of any such approvals; the procurement by government entities outside of the United States under regulatory exemptions prior to approval by the corresponding regulatory authorities in the applicable country; the success of our commercialization, marketing and manufacturing capabilities and strategy; and the accuracy of our estimates regarding future revenues, expenses, and capital requirements and needs for additional financing. 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 Securities and Exchange Commission when evaluating our forward-looking statements.

## TRADEMARKS

BioThrax® (Anthrax Vaccine Adsorbed), RSDL® (Reactive Skin Decontamination Lotion Kit), BAT® (Botulism Antitoxin Heptavalent (A,B,C,D,E,F,G)-(Equine)), Anthraxi® (Anthrax Immune Globulin Intravenous (Human)), VIGIV (Vaccinia Immune Globulin Intravenous (Human)), Trobigard® (atropine sulfate, obidoxime chloride), ACAM2000® (Smallpox (Vaccinia) Vaccine, Live), Vivofit® (Typhoid Vaccine Live Oral Ty21a), Vaxchora® (Cholera Vaccine, Live, Oral), NARCAN® (naloxone HCl) Nasal Spray and any and all Emergent BioSolutions Inc. brands, products, services and feature names, logos and slogans are trademarks or registered trademarks of Emergent BioSolutions Inc. or its subsidiaries in the United States or other countries. All other brands, products, services and feature names or trademarks are the property of their respective owners.



# Emergent BioSolutions Inc. 2021 Annual Meeting of Stockholders

May 20, 2021

