

Emergent BioSolutions Inc.

Form S-8

May 30, 2018

As filed with the Securities and Exchange Commission on May 30, 2018

Reference No 333-_____

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 14-1902018
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

400 Professional Drive, Suite 400 20879
Gaithersburg, Maryland
(Address of Principal Executive Offices) (Zip Code)

EMERGENT BIOSOLUTIONS INC. STOCK INCENTIVE PLAN
(Full title of the plan)

Richard S. Lindahl
Executive Vice President, Chief Financial Officer and Treasurer
Emergent BioSolutions Inc.
400 Professional Drive, Suite 400
Gaithersburg, Maryland 20879
(Name and address of agent for service)
(240) 631-3200
(Telephone number, including area code, of agent for service)

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 Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company) 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|-----------------------------|---|---|----------------------------|
| Common stock, \$0.001 par value per share | 3,000,000 | \$ 50.27 | \$ 150,810,000 | \$ 18,775.85 |

(1) Consists of 3,000,000 additional shares of common stock issuable under the Emergent BioSolutions Inc. Stock Incentive Plan. In addition, in accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the company's common stock on the New York Stock Exchange on May 25, 2018.

INCORPORATION BY REFERENCE

This registration statement on Form S-8 is filed to register the offer and sale of an additional 3,000,000 shares of the company's common stock, \$0.001 par value per share, issuable under the Emergent BioSolutions Inc. Stock Incentive Plan (the "Stock Incentive Plan"). In accordance with General Instruction E to Form S-8, the contents of the following registration statements previously filed by the company with respect to securities offered pursuant to prior versions of the Emergent BioSolutions Inc. Stock Incentive Plan are hereby incorporated by reference: Form S-8, Registration No. 333-216294, filed on February 28, 2017, Form S-8, Registration No. 333-196232, filed on May 23, 2014, Form S-8, Registration No. 333-184699, filed on November 1, 2012, Form S-8, Registration No. 333-161154, filed on August 7, 2009 and Form S-8, Registration No. 333-139190, filed on December 8, 2006.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The information called for in Part I of Form S-8 will be included in a prospectus to be distributed to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.†

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of common stock to be registered in connection with this registration statement will be passed upon by Eric M. Burt, Vice President, Associate General Counsel and Assistant Corporate Secretary of the company. Mr. Burt is compensated by the Company as an employee and holds awards granted under the company's Stock Incentive Plan.

Item 6. Indemnification of Directors and Officers.†

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings.†

† In accordance with General Instruction E to Form S-8, the contents of the following registration statements previously filed by the company with respect to securities offered pursuant to prior versions of the Emergent BioSolutions Inc. Stock Incentive Plan are hereby incorporated by reference: Form S-8, Registration No. 333-216294, filed on February 28, 2017, Form S-8, Registration No. 333-196232, filed on May 23, 2014, Form S-8, Registration No. 333-184699, filed on November 1, 2012, Form S-8, Registration No. 333-161154, filed on August 7, 2009 and Form S-8, Registration No. 333-139190, filed on December 8, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the company 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, Maryland, on this 30th day of May, 2018.

EMERGENT BIOSOLUTIONS INC.

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

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Emergent BioSolutions Inc., hereby severally constitute and appoint Daniel J. Abdun-Nabi, Chief Executive Officer and Richard S. Lindahl, Executive Vice President, Chief Financial Officer and Treasurer, and each of them singly, and any successor or successors to such offices held by each of them, our true and lawful attorneys with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement and generally to do all such things in our name and on our behalf in our capacities as officers and directors to enable Emergent BioSolutions Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|---|--------------|
| <u>/s/ Daniel J. Abdun-Nabi</u> Daniel J. Abdun-Nabi | Chief Executive Officer and Director (Principal Executive Officer) | May 30, 2018 |
| <u>/s/ Richard S. Lindahl</u> Richard S. Lindahl | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | May 30, 2018 |
| <u>/s/ Fuad El-Hibri</u> Fuad El-Hibri | Executive Chairman of the Board | May 30, 2018 |
| <u>/s/ Dr. Sue Bailey</u> Dr. Sue Bailey | Director | May 30, 2018 |
| <u>/s/ Zsolt Harsanyi, Ph.D.</u> Zsolt Harsanyi, Ph.D. | Director | May 30, 2018 |
| <u>/s/ Jerome M. Hauer, Ph.D.</u> Jerome M. Hauer, Ph.D. | Director | May 30, 2018 |
| <u>/s/ General George A. Joulwan</u> General George A. Joulwan | Director | May 30, 2018 |

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/s/ Ronald B. Richard
Ronald B. Richard

Director

May 30, 2018

/s/ Louis W. Sullivan, M.D.
Louis W. Sullivan, M.D.

Director

May 30, 2018

/s/ Kathryn C. Zoon, Ph.D.
Kathryn C. Zoon, Ph.D.

Director

May 30, 2018

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| <u>4.1</u> | Third Restated Certificate of Incorporation of the company (incorporated by reference to Exhibit 3 to the company's Quarterly Report on Form 10-Q filed on August 5, 2016). |
| <u>4.2</u> | Amended and Restated By-laws of the company (incorporated by reference to Exhibit 3 to the company's Current Report on Form 8-K filed on August 16, 2012). |
| <u>4.3</u> | Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the company's Registration Statement on Form S-1 (Registration No. 333-136622) filed on October 20, 2006). |
| <u>5*</u> | Opinion of Eric M. Burt, Vice President, Associate General Counsel and Assistant Corporate Secretary of the company, regarding the validity of the shares of Common Stock being offered hereby. |
| <u>23.1*</u> | Consent of Ernst & Young LLP. |
| <u>23.2*</u> | Consent of Eric M. Burt, Vice President, Associate General Counsel and Assistant Corporate Secretary (included in Exhibit 5 filed herewith). |
| <u>24*</u> | Power of Attorney (included on the signature page to this registration statement). |
| <u>99*</u> | Emergent BioSolutions Inc. Stock Incentive Plan |

* Filed herewith.