

El-Hibri Fuad
 Form 4
 February 28, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 El-Hibri Fuad

(Last) (First) (Middle)

400 PROFESSIONAL DRIVE,
 SUITE 400

(Street)

GAITHERSBURG, MD 20879

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Emergent BioSolutions Inc. [EBS]

3. Date of Earliest Transaction (Month/Day/Year)

02/26/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Common Stock | 02/26/2019 | | S ⁽¹⁾ | | 10,369 | D | |
| | | | | | \$ 59.65 ⁽²⁾ | | |
| Common Stock | 02/26/2019 | | M | | 6,430 | A | |
| | | | | | \$ 61.01 | | |
| Common Stock | 02/26/2019 | | F | | 1,566 | D | |
| Common Stock | 02/27/2019 | | S ⁽¹⁾ | | 10,369 | D | |
| | | | | | \$ 58.24 ⁽⁴⁾ | | |
| | 02/27/2019 | | M | | 9,794 | A | |
| | | | | | \$ 1,482,595 | | |

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| | | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|------------------------|----------------------|---|---------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 02/27/2019 | | F | 2,486 | D | \$ 57.98 | 1,480,109 | D | |
| Common Stock | 02/28/2019 | | <u>S</u> ⁽¹⁾ | 6,987 | D | \$ 58.47 <u>(5)</u> | 1,473,122 | D | |
| Common Stock | 02/28/2019 | | M | 9,722 | A | <u>(3)</u> | 1,482,844 | D | |
| Common Stock | 02/28/2019 | | F | 3,826 | D | \$ 58.71 | 1,479,018 | D | |
| Common Stock | | | | | | | 4,344,250 <u>(6)</u> | I | By Intervac, L.L.C. |
| Common Stock | | | | | | | 1,524,155 <u>(7)</u> | I | By Biovac, L.L.C. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | <u>(3)</u> | 02/26/2019 | | M | 6,430 | <u>(8)</u> <u>(8)</u> | Common Stock 6,430 |
| Restricted Stock Units | <u>(3)</u> | 02/26/2019 | | A | 18,029 | <u>(9)</u> <u>(9)</u> | Common Stock 18,029 |
| Stock Options (Right to Buy) | \$ 61.01 | 02/26/2019 | | A | 36,053 | <u>(10)</u> 02/25/2026 | Common Stock 36,053 |

| | | | | | | | | |
|------------------------|-----|------------|---|-------|------|------|--------------|-------|
| Restricted Stock Units | (3) | 02/27/2019 | M | 9,794 | (11) | (11) | Common Stock | 9,794 |
| Restricted Stock Units | (3) | 02/28/2019 | M | 9,722 | (12) | (12) | Common Stock | 9,722 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| El-Hibri Fuad 400 PROFESSIONAL DRIVE, SUITE 400 GAITHERSBURG, MD 20879 | X | X | Chairman | |

Signatures

/s/ Carl A. Valenstein,
attorney-in-fact

02/28/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) All sales listed on this Form 4 were made by Mr. El-Hibri pursuant to a trading plan adopted on June 6, 2018 that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934 (the "Exchange Act").
- (2) The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.40 to \$61.21.
- (3) Restricted stock units convert into common stock on a one-for-one basis.
- (4) The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.96 to \$59.08.
- (5) The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.54 to \$59.25.
- (6) Mr. El-Hibri's wife, individually, and Mr. and Mrs. El-Hibri, as tenants by the entirety, collectively hold an aggregate 40.65% equity interest in Intervac, L.L.C., which in turn is the direct owner of 4,344,250 shares of the Issuer's common stock. Mr. El-Hibri disclaims beneficial ownership of the shares of the Issuer's common stock directly owned by Intervac, L.L.C. for purposes of Section 16 of the Exchange Act or otherwise, except to the extent of his pecuniary interest therein.
- (7) Mr. El-Hibri, individually, and Mr. and Mrs. El-Hibri, as tenants by the entirety, collectively hold an aggregate 89.2% equity interest in Biovac, L.L.C., which in turn is the direct owner of 1,524,155 shares of the Issuer's common stock. Mr. El-Hibri disclaims beneficial ownership of the shares of the Issuer's common stock directly owned by Biovac, L.L.C. for purposes of Section 16 of the Exchange Act or otherwise, except to the extent of his pecuniary interest therein.
- (8) On February 27, 2018, Mr. El-Hibri was granted 19,288 restricted stock units vesting in three approximately equal annual installments beginning on the day prior to the first anniversary of the grant date.
- (9) On February 26, 2019, Mr. El-Hibri was granted 18,029 restricted stock units vesting in three approximately equal annual installments beginning on the day prior to the first anniversary of the grant date.
- (10) On February 26, 2019, Mr. El-Hibri was granted 36,053 stock options vesting in three approximately equal annual installments beginning on the day prior to the first anniversary of the grant date.
- (11)

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On February 28, 2017, Mr. El-Hibri was granted 29,382 restricted stock units vesting in three approximately equal annual installments beginning on the day prior to the first anniversary of the grant date.

(12) On March 1, 2016, Mr. El-Hibri was granted 29,167 restricted stock units (after giving effect to the adjustment in connection with the Issuer's spin-off of Aptevo Therapeutics Inc.) vesting in three approximately equal annual installments beginning on the day prior to the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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