

Edgar Filing: CHEZ RONALD L - Form SC 13D/A

CHEZ RONALD L  
Form SC 13D/A  
October 21, 2008

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

REPLIGEN CORP

-----  
(Name of Issuer)

Common Stock, \$.01 Par Value

-----  
(Title of Class of Securities)

759916 10 9

-----  
(CUSIP Number)

Howard Friedman, Esq.  
6745 N. Kilpatrick, Lincolnwood, IL 60712  
847-983-4950

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 20, 2008

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Individual Retirement Accounts for the benefit of  
Ronald L. Chez and Ronald L. Chez Individually

2. Check the Appropriate Box if a Member of a Group (See  
Instructions)  
(a)  [ ]  
(b)  [ ]

3. SEC Use Only

4. Source of Funds (See Instructions) PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant  
to Items 2(d) or 2(e) N/A

6. Citizenship or Place of Organization  
United States of America

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power 2,257,048

8. Shared Voting Power -0-

9. Sole Dispositive Power 2,257,048

10. Shared Dispositive Power -0-

11. Aggregate Amount Beneficially Owned by  
Each Reporting Person 2,257,048

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) N/A

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13. Percent of Class Represented by Amount in Row (11) 7.240%  
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14. Type of Reporting Person (See Instructions) IN  
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Pursuant to Rule 13d-1 of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned Ronald L. Chez (the "Reporting Person") hereby files this Amendment No.2 to Schedule 13D.

Unless otherwise indicated herein all capitalized terms used herein shall have the same meanings ascribed to them in the original Schedule 13D filed by this Reporting Person with report to this Issuer. Also unless otherwise indicated herein, there are no material changes in the information set forth in the original Schedule 13D and/or Amendment No. 1 thereto, heretofore filed by this Reporting Person except for the number of shares now owned and the effect thereof on percentages and similar matters.

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$.01 Par Value (the "Stock") of Repligen Corporation, a Delaware corporation (the "Issuer"), 41 Seyon Street, Building #1, Suite 100, Waltham, Massachusetts 02453.

Item 2 Identity and Background.

(a), (b), (c)

The Reporting Person is an individual whose principal occupation is an investor and his business address is Chicago, Illinois.

(d) The Reporting Person has not, during the last five years or before, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) The Reporting Person has not, during the last five years or before, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of the United States of America.

Item 3. Source and Amount of Funds or other Consideration.

The source and amount of funds used by the Reporting Person to purchase shares of the Stock that require the filing of this Schedule 13D are personal funds including amounts held by individual retirement accounts for the benefit of the Reporting Person.

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### Item 4. Purposes of Transaction.

The shares of the Stock of the Issuer to which this statement relates have been acquired by the Reporting Person for investment purposes. The Reporting Person continues to be pleased with the progress of the Issuer. It is possible that at a future date the Reporting Person might decide to seek a more active role in management and/or to sell shares of the Stock or to acquire

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additional shares of the Stock through open market or privately negotiated transactions. Any such future decisions will be made by the Reporting Person in light of the then current financial conditions and prospects of the Issuer, the market value of the Stock, the financial condition of the Reporting Person and other relevant factors. Except as noted above, the Reporting Person has not formulated any plans or proposals which relate to or would result in:

(a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

(d) Any change in the present board of directors or to fill any existing vacancies on the board;

(e) Any material change in the present capitalization or dividend policy of the Issuer;

(f) Any other material change in the Issuer's business or corporate structure including but not limited to, if the Issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940;

(g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

(h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(j) Any action similar to any of those enumerated above.

However, the Reporting Person may at some future date propose any of the foregoing changes or actions which he hereafter considers desirable in light of his examination of the Issuer and its assets and operations, future prospects and of the circumstances prevailing at the time.

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Item 5. Interest in the Securities of the Issuer.

(a) The aggregate number of shares of the Stock owned beneficially by the Reporting Person is 2,257,048 (the "Shares") constituting approximately 7.240% of the outstanding shares of the Stock. The percentages in this Item 5(a) are based on 31,173,734 shares of the Stock outstanding, as reported in the Issuer's Form 10Q for June 30, 2008.

(b) The Reporting Person has the sole power (and no shared power) to vote or dispose of or direct the disposition of Shares owned by such Reporting Person.

(c) Except as described immediately below (and as set forth in Exhibit A hereto), the Reporting Person has not effected any transaction in shares of the Stock during the 61 days prior to and including October 20, 2008. The Reporting Person purchased Shares of Stock as follows:

Please see Exhibit A hereto entitled: Exhibit A to Amendment No.2 to Schedule 13D Issuer Repligen Corporation, Reporting Person Ronald L. Chez.

All purchases were made in the open market. The Reporting Person had previously owned 2,090,545 shares of Stock, all acquired in the open market at various prices more than 61 days prior to and including October 20,2008.

(d) No person other than the Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) It is inapplicable, for purposes of this statement, to state the date on which the Reporting Person ceased to be the owner of more than 5% of the Shares of the Stock of the Issuer.

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the issuer.

None

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Item 7. Material to be Filed as Exhibits.

Exhibit A is schedule of Shares of Stock purchased by the Reporting Person within the 61 days prior to and including October 20,2008.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 21,2008

/s/ Ronald L. Chez

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Ronald L. Chez

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Exhibit A to Amendment 2 to Schedule 13D  
 Ronald L. Chez, Reporting Person  
 Re: Repligen Corp.  
 CUSIP No. 759916 10 9

PURCHASE DATE	NO. OF SHARES - indicates sales	APPROXIMATE COST PER SHARE	TOT COST i Comm
9/2/2008	2803	\$ 5.08	\$ 14,
9/3/2008	6000	5.05	30,
9/5/2008	1000	5.074	5,
9/9/2008	8000	5.045	40,
9/17/2008	23000	4.8439	111,
9/19/2008	-33700	5	167,
9/22/2008	8408	4.845	40,
9/24/2008	1765	4.92	8,
9/29/2008	12000	4.575	55,
9/30/2008	8000	4.4187	35,
9/30/2008	-1040	4.72	4,
10/1/2008	-6960	4.765	33,
10/2/2008	3959	4.4802	17,
10/3/2008	12000	4.3908	52,
10/3/2008	16300	4.5176	73,
10/3/2008	-2200	4.70	10,
10/6/2008	7310	3.9595	29,
10/7/2008	12298	3.8495	47,
10/8/2008	2000	5	10,
10/12/2008	-3000	4.3653	12,
10/14/2008	-3000	4.44	13,
10/14/2008	3100	4.0484	12,
10/15/2008	1000	5	5,
10/15/2008	10100	3.9417	40,
10/16/2008	2000	3.385	6,
10/17/2008	2000	3.8004	7,
10/17/2008	67000	5.0000	336,
10/20/2008	6360	3.9573	25,