

El-Hibri Fuad
Form 4
November 30, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

11/28/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/28/2017 | | M ⁽¹⁾ | A | \$ 22.03 20,000 | D | |
| Common Stock | 11/28/2017 | | S ⁽¹⁾ | D | \$ 41.59 <u>(2)</u> 20,000 | D | |
| Common Stock | 11/29/2017 | | M ⁽¹⁾ | A | \$ 22.03 27,983 | D | |
| Common Stock | 11/29/2017 | | S ⁽¹⁾ | D | \$ 42.08 <u>(3)</u> 27,983 | D | |
| | | | | | 4,344,250 <u>(4)</u> | I | |

| | | | | | | |
|-----------------|--|--|--|--------------------------|---|---------------------------|
| Common Stock | | | | | | By Intervac, L.L.C. |
| Common Stock | | | | 1,524,155 ⁽⁵⁾ | 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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options (Right to Buy) | \$ 22.03 | 11/28/2017 | | M | 20,000 | ⁽⁶⁾ 03/14/2018 | 03/14/2018 | Common Stock | 20,000 |
| Employee Stock Options (Right to Buy) | \$ 22.03 | 11/29/2017 | | M | 27,983 | ⁽⁶⁾ 03/14/2018 | 03/14/2018 | Common Stock | 27,983 |

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

11/30/2017

__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 February 28, 2017 that is intended to comply with Rule 10b5-1(c) under the Exchange Act.

The selling price of \$41.59 is reflective of the weighted average sale price of all transactions reported on this line. The prices for the transactions reported on this line range from \$41.03 to \$41.82, inclusive. Mr. El-Hibri undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) The selling price of \$42.08 is reflective of the weighted average sale price of all transactions reported on this line. The prices for the transactions reported on this line range from \$41.78 to \$42.38, inclusive. Mr. El-Hibri undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) 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.
- (4) 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.
- (5) The options vested in three equal installments on March 14, 2012, March 14, 2013 and March 14, 2014.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.