

Emergent BioSolutions Inc.  
Form 4  
January 19, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bailey Sue

(Last) (First) (Middle)

400 PROFESSIONAL DR, 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)  
01/17/2017

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock <u>(1)</u>	08/01/2016		J		152	A \$ 0	34,637 D
Common Stock <u>(2)</u>	08/01/2016		J		604	A \$ 0	35,241 D
Common Stock <u>(3)</u>	08/01/2016		J		577	A \$ 0	35,818 D
Common Stock	01/17/2017		M		3,157 <u>(4)</u>	A \$ 10.64	38,975 D
Common Stock	01/17/2017		S		3,157 <u>(4)</u>	D \$ 29.7789 <u>(5)</u>	35,818 D

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Common Stock	01/17/2017	M	<u>3,157</u> (4)	A	\$ 14.71	38,975	D
Common Stock	01/17/2017	S	<u>3,157</u> (4)	D	\$ 29.7789 (5)	35,818	D
Common Stock	01/17/2017	M	<u>3,157</u> (4)	A	\$ 20.08	38,975	D
Common Stock	01/17/2017	S	<u>3,157</u> (4)	D	\$ 29.7789 (5)	35,818	D
Common Stock	01/17/2017	M	<u>4,735</u> (4)	A	\$ 13.37	40,553	D
Common Stock	01/17/2017	S	<u>4,735</u> (4)	D	\$ 29.7789 (5)	35,818	D
Common Stock	01/17/2017	M	<u>3,157</u> (4)	A	\$ 13	38,975	D
Common Stock	01/17/2017	S	<u>3,157</u> (4)	D	\$ 29.7789 (5)	35,818	D
Common Stock	01/17/2017	M	<u>2,061</u> (4)	A	\$ 18.64	37,879	D
Common Stock	01/17/2017	S	<u>2,061</u> (4)	D	\$ 29.7789	35,818	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares

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Stock Option (Right to buy) <u>(6)</u>	\$ 10.64	08/01/2016	J	277	<u>(8)</u>	05/20/2019	Common Stock	277
Stock Option (Right to buy) <u>(7)</u>	\$ 10.64	01/17/2017	M <u>(4)</u>	3,157	<u>(8)</u>	05/20/2019	Common Stock	3,157
Stock Option (Right to buy) <u>(6)</u>	\$ 14.71	08/01/2016	J	277	<u>(8)</u>	05/19/2020	Common Stock	277
Stock Option (Right to buy) <u>(7)</u>	\$ 14.71	01/17/2017	M <u>(4)</u>	3,157	<u>(8)</u>	05/19/2020	Common Stock	3,157
Stock Option (Right to buy) <u>(6)</u>	\$ 20.08	08/01/2016	J	416	<u>(8)</u>	05/18/2021	Common Stock	416
Stock Option (Right to buy) <u>(7)</u>	\$ 20.08	01/17/2017	M <u>(4)</u>	3,157	<u>(8)</u>	05/18/2021	Common Stock	3,157
Stock Option (Right to buy) <u>(6)</u>	\$ 13.37	08/01/2016	J	693	<u>(8)</u>	05/16/2019	Common Stock	693
Stock Option (Right to buy) <u>(7)</u>	\$ 13.37	01/17/2017	M <u>(4)</u>	4,735	<u>(8)</u>	05/16/2019	Common Stock	4,735
Stock Option (Right to buy) <u>(6)</u>	\$ 13	08/01/2016	J	693	<u>(8)</u>	05/22/2020	Common Stock	693
Stock Option (Right to buy) <u>(7)</u>	\$ 13	01/17/2017	M <u>(4)</u>	3,157	<u>(8)</u>	05/22/2020	Common Stock	3,157
Stock Option (Right to buy) <u>(6)</u>	\$ 18.64	08/01/2016	J	905	<u>(8)</u>	05/21/2021	Common Stock	905
	\$ 18.64	01/17/2017	M <u>(4)</u>	2,061	<u>(8)</u>	05/21/2021		2,061

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bailey Sue 400 PROFESSIONAL DR, SUITE 400 GAITHERSBURG, MD 20879	X			

## Signatures

/s/ Eric Burt,  
Attorney-in-fact

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) In connection with the spin-off of Aptevo Therapeutics Inc. from Emergent BioSolutions Inc, on August 1, 2016 the reporting person received a grant of restricted stock units as a result of an adjustment to an existing Emergent restricted stock unit grant held by the reporting person prior to the spin-off. The restricted stock units vest in May 2017.
- (2) In connection with the spin-off on August 1, 2016 the reporting person received a grant of restricted stock units as a result of an adjustment to an existing Emergent restricted stock unit grant held by the reporting person prior to the spin-off. The restricted stock units vest in May 2017 and May 2018.
- (3) In connection with the spin-off the reporting person received a grant of restricted stock units as a result of an adjustment to an existing Emergent restricted stock unit grant held by the reporting person prior to the spin-off. The restricted stock units vest in May 2017, May 2018 and May 2019.
- (4) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by Dr. Bailey.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.50 to \$30.68, inclusive.
- (6) In connection with the spin-off on August 1, 2016, the reporting person received a grant of additional stock options as a result of an adjustment to preserve the pre-spin intrinsic value of an existing stock option grant. The adjustments included an adjustment to the stock option price of the grant.
- (7) Consists of an option granted under the company's stock incentive plan as amended and restated. The grant was made prior to the spin-off.
- (8) The option grant vests in three equal installments on the day prior to the first, second and third anniversary dates of the grant.

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.