

REPLIGEN CORP  
Form 4  
June 24, 2014

**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 \*  
WITT DANIEL P

(Last) (First) (Middle)

C/O REPLIGEN CORPORATION, 41 SEYON STREET SUITE 100, BUILDING 1

(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
REPLIGEN CORP [RGEN]

3. Date of Earliest Transaction (Month/Day/Year)  
06/20/2014

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)  
Senior Vice President

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        |   |  |   | (A) or (D) | Price |
| Common Stock                    | 06/20/2014                           |  | M                              |   |   | 12,500        | A   | \$ 1.83  | 22,500  | D          |       |
| Common Stock                    | 06/20/2014                           |  | F                              |   |   | 1,041<br>(1)  | D   | \$ 21.98   | 21,459  | D          |       |
| Common Stock                    | 06/20/2014                           |  | M                              |   |   | 50,000        | A   | \$ 5.87  | 71,459  | D          |       |
| Common Stock                    | 06/20/2014                           |  | F                              |   |   | 13,353<br>(2) | D   | \$ 21.98   | 58,106  | D          |       |
| Common Stock                    | 06/20/2014                           |  | M                              |   |   | 15,000        | A   | \$ 3.33  | 73,106  | D          |       |

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|              |            |   |                     |   |          |        |   |
|--------------|------------|---|---------------------|---|----------|--------|---|
| Common Stock | 06/20/2014 | F | <u>2,273</u><br>(3) | D | \$ 21.98 | 70,833 | D |
| Common Stock | 06/20/2014 | M | 10,000              | A | \$ 6.23  | 80,833 | D |
| Common Stock | 06/20/2014 | F | <u>2,834</u><br>(4) | D | \$ 21.98 | 77,999 | D |

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                              |
| Stock Option (Right to Buy)                | \$ 1.83 <u>(1)</u>                                     | 06/20/2014                           |  | M                              | 12,500<br><u>(1)</u>  | 05/13/2006 05/13/2015                                    | Common Stock 12,500   |
| Stock Option (Right to Buy)                | \$ 5.87 <u>(2)</u>                                     | 06/20/2014                           |  | M                              | 50,000<br><u>(2)</u>  | 06/06/2009 06/06/2018                                    | Common Stock 50,000   |
| Stock Option (Right to Buy)                | \$ 3.33 <u>(3)</u>                                     | 06/20/2014                           |  | M                              | 15,000<br><u>(3)</u>  | 07/15/2011 07/15/2020                                    | Common Stock 15,000   |
| Stock Option (Right to Buy)                | \$ 6.23 <u>(4)</u>                                     | 06/20/2014                           |  | M                              | 10,000<br><u>(4)</u>  | 02/28/2014 02/28/2023                                    | Common Stock 10,000   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

WITT DANIEL P  
C/O REPLIGEN CORPORATION  
41 SEYON STREET SUITE 100, BUILDING 1  
WALTHAM, MA 02453

Senior Vice President

### Signatures

/s/ Jeffrey P. Leduc (Attorney in Fact)                      06/24/2014

\_\_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) Payment made via forfeiture of 1,041 shares of Common Stock valued at the Closing Price of \$21.98 on June 20, 2014.
  - (2) Payment made via forfeiture of 13,353 shares of Common Stock valued at the Closing Price of \$21.98 on June 20, 2014.
  - (3) Payment made via forfeiture of 2,273 shares of Common Stock valued at the Closing Price of \$21.98 on June 20, 2014.
  - (4) Payment made via forfeiture of 2,834 shares of Common Stock valued at the Closing Price of \$21.98 on June 20, 2014.
  - (5) The reporting person previously transferred an employee stock option to purchase 12,500 shares of Common Stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.

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.