

REPLIGEN CORP
Form 8-K
November 22, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 20, 2017

REPLIGEN CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|---|----------------------------|
| Delaware | 001-14656 | 04-2729386 |
| (State or other jurisdiction | (Commission | (I.R.S. Employer |
| of incorporation) | File Number) | Identification No.) |
| | 41 Seyon Street, Bldg. 1, Suite 100, Waltham, MA | |
| | (Address of principal executive offices, including zip code) | |

(781) 250-0111

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 20, 2017, Repligen Corporation (the Company) entered into a Transitional Services and Separation Agreement (the Separation Agreement) with Howard Benjamin, pursuant to which Dr. Benjamin will retire from his role as the Company's Vice President of Business Development and cease to be an executive officer of the Company, effective December 31, 2017 (the Transition Start Date), and thereafter provide services to the Company on a part-time, as needed basis through February 28, 2018 (the Separation Date) at the direction of the Company's Chief Executive Officer. Under the terms of the Separation Agreement, Dr. Benjamin will continue to receive his base salary and benefits now in effect through the Transition Start Date. Dr. Benjamin will continue to vest in his outstanding time-based equity awards through the Separation Date. Any equity rights that are not vested as of the Separation Date will terminate as of such date.

The above description of the Separation Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Separation Agreement, which is filed with this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Transitional Services and Separation Agreement, dated as of November 20, 2017, by and between Repligen Corporation and Howard Benjamin.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REPLIGEN CORPORATION

Date: November 22, 2017

By: /s/ Tony J. Hunt
Tony J. Hunt

President and Chief Executive Officer