

Edgar Filing: Emergent BioSolutions Inc. - Form 8-K

Emergent BioSolutions Inc.
Form 8-K
December 22, 2015
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): December 16, 2015

EMERGENT BIOSOLUTIONS INC.

(Exact Name of Registrant as Specified in Charter)

Delaware 001-33137 14-1902018
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

400 Professional Drive, Suite 400, 20879
Gaithersburg, Maryland
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (240) 631-3200

Not applicable

(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 (see General Instruction A.2. below):

- ☐ 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))

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

On August 6, 2015, Emergent BioSolutions Inc. announced plans for the spin-off of the company's biosciences business into a separate, stand-alone, publicly-traded company, which is to be named Aptevo Therapeutics Inc. In anticipation of the spin-off, on December 16, 2015, Emergent's Board of Directors adopted resolutions confirming the

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current intention of the board to name each of Fuad El-Hibri, Dan Abdun-Nabi, Marvin L. White, Zsolt Harsanyi, Ph.D. and John E. Niederhuber, M.D. to the Board of Directors of Aptevo effective as of immediately prior to, and contingent upon, the completion of the spin-off. In connection with these appointments, it is anticipated that Messrs. White and Niederhuber will resign from the Emergent board as of the effective date of such appointment.

SIGNATURE

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.

Date: December 22, 2015 EMERGENT BIOSOLUTIONS INC.

/s/ A.B. Cruz III

By: A.B. Cruz III

Executive Vice President, General Counsel and Corporate Secretary