

REPLIGEN CORP  
Form 8-K  
November 19, 2013

**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 13, 2013**

**Repligen Corporation**  
**(Exact name of registrant as specified in charter)**

**Delaware**

**0-14656**  
**(Commission)**

**04-2729386**

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(State or Other Jurisdiction  
of Incorporation)

File Number)

(IRS Employer  
Identification No.)

41 Seyon Street, Bldg. 1, Suite 100, Waltham, MA 02453

(Address of Principal Executive Offices) (Zip Code)

(781) 250-0111

(Registrant's telephone number, including area code)

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 November 13, 2013, Earl Webb Henry, M.D., informed the Board of Directors (the "Board") of Repligen Corporation (the "Company") that he was resigning from his position as a member of the Board as of December 31, 2013.

Dr. Henry's resignation is not the result of any disagreement with the Board or with the Company's management.

On November 15, 2013, John G. Cox was elected to the Board. Mr. Cox currently serves as the Executive Vice President of Pharmaceutical Operations & Technology for Biogen Idec Inc.

Mr. Cox will receive cash and equity compensation pursuant to the Company's non-employee director compensation policy as set forth in the Company's Amended and Restated Director Compensation Policy (the "Director Compensation Policy"). Pursuant to the terms of the Director Compensation Policy, Mr. Cox received an option to purchase 24,000 shares of Common Stock on the date he joined the Board (the "Initial Board Option"). The Initial Board Option vests equally over a three-year period from the date of grant. The Initial Board Option has a term of ten years, subject to early termination in the event of death, removal or resignation from the Board. The Initial Board Option has an exercise price equal to the fair market value of the stock on the date the Initial Board Option is granted. In addition, under the Director Compensation Policy, each non-employee director receives an annual retainer for service on the Board and committees of the Board, and except in the year following a non-employee director's first election to the Board by the stockholders, each non-employee director reelected to the Board by the stockholders is awarded annually restricted stock units.

In connection with Mr. Cox's appointment to the Board, he has been named to the Audit Committee of the Board.

There are no arrangements or understandings between Mr. Cox and any other persons pursuant to which Mr. Cox was selected as a director. There have been no transactions since the beginning of the Company's last fiscal year, or any currently proposed transaction, in which the Company was or is to be a participant, in which the amount involved exceeds \$120,000, and in which Mr. Cox had, or will have, a direct or indirect material interest.

The Company has issued a press release announcing Mr. Cox's election to the Board, and Dr. Henry's resignation from the Board, and has attached a copy of such press release as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Press Release by Repligen Corporation, November 19, 2013.

**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 19, 2013

By: /s/ Walter C. Herlihy  
Walter C. Herlihy  
President and Chief Executive Officer

**Exhibit Index**

**Exhibit  
No.**

**Exhibit**

|      |                                                                |
|------|----------------------------------------------------------------|
| 99.1 | Press Release by Repligen Corporation, dated November 19, 2013 |
|------|----------------------------------------------------------------|