

REPLIGEN CORP  
Form 8-K  
April 29, 2016

**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): April 29, 2016**

**REPLIGEN CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

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

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

**File Number)**

**04-2729386**  
**(IRS Employer**

**Identification No.)**

**02453**

**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code (781) 250-0111**

**(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 April 29, 2016, Repligen Corporation ( Repligen , or the Company ) entered into a Transitional Services and Separation Agreement (the Transition Agreement ) with James R. Rusche, Ph.D. pursuant to which Dr. Rusche will retire from his role as the Company's Senior Vice President, Research and Development and transition into the role of Senior Advisor. The Transition Agreement provides, among other things, that Dr. Rusche shall (i) transition to the role of Senior Advisor to the Company effective as of the start date of any new leader of Research and Development hired by the Company (the Transition Date ) and will serve in such role through (and no later than) December 31, 2016 (the Transition Period ); (ii) continue to receive his base salary and benefits now in effect during the Transition Period; and (iii) continue to vest in his outstanding equity awards and fifty percent (50%) of his stock options and fifty percent (50%) of his restricted stock units that are unvested on December 31, 2016 shall immediately vest and become exercisable at the end of the Transition Period. Upon transitioning to the role of Senior Advisor, Dr. Rusche will cease to be an executive officer of the Company.

The above description of the Transition Agreement does not purport to be complete and is qualified in its entirety by the terms of the Transition Agreement which will be filed in the Company's Quarterly Report on Form 10-Q for Q2.

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: April 29, 2016

By: /s/ Tony J. Hunt  
Tony J. Hunt  
President and Chief Executive Officer