

Snodgres Jon
Form 4
November 28, 2018

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 *
Snodgres Jon

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O REPLIGEN CORPORATION, 41 SEYON ST., BLDG 1, STE 100

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO

(Street)
WALTHAM, MA 02453

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 11/26/2018 | | M | | | 11,445 | A | \$ 26.2 | 32,344 | D | |
| Common Stock | 11/26/2018 | | M | | | 4,000 | A | \$ 24.5 | 36,344 | D | |
| Common Stock | 11/26/2018 | | M | | | 6,055 | A | \$ 32.4 | 42,399 | D | |
| Common Stock | 11/26/2018 | | M | | | 10,253 | A | \$ 26.05 | 52,652 | D | |
| Common Stock | 11/26/2018 | | S | | | 31,753 | D | \$ (1) 63.4874 | 20,899 | D | |

(2)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 26.2 | 11/26/2018 | | M | 11,445 | <u>(3)</u> 02/26/2025 | Common Stock | 11,445 |
| Stock Option (Right to Buy) | \$ 24.5 | 11/26/2018 | | M | 4,000 | <u>(4)</u> 07/14/2024 | Common Stock | 4,000 |
| Stock Option (Right to Buy) | \$ 32.4 | 11/26/2018 | | M | 6,055 | <u>(5)</u> 02/23/2027 | Common Stock | 6,055 |
| Stock Option (Right to Buy) | \$ 26.05 | 11/26/2018 | | M | 10,253 | <u>(6)</u> 02/26/2026 | Common Stock | 10,253 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Snodgres Jon C/O REPLIGEN CORPORATION 41 SEYON ST., BLDG 1, STE 100 WALTHAM, MA 02453 | | | CFO | |

Signatures

/s/ Jeffrey P. Leduc (Attorney in
Fact)

11/28/2018

__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) Sale of common stock was effective pursuant to a 10(b)5-1 trading plan adopted on September 19, 2018.
\$63.4874 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.18 to \$64.71, inclusive.
 - (2) The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 - (3) This option is currently exercisable.
 - (4) 2,000 shares vest and become exercisable on each of the following dates: 7/14/2015, 7/14/2016, 7/14/2017, 7/14/2018 and 7/14/2019.
 - (5) 6,055 shares vest and become exercisable on each of the following dates: 2/23/2018, 2/23/2019 and 2/23/2020.
 - (6) Shares vest and become exercisable as follows: 5,126 shares on 2/26/2017, 5,127 shares on 2/26/2018 and 5,127 shares on 2/26/2019.

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.