

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

Emergent BioSolutions Inc.  
Form 8-K  
February 04, 2013

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

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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): February 4, 2013  
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.)

2273 Research Boulevard, Suite 400, Rockville, Maryland 20850  
(Address of Principal Executive Offices)                                      (Zip Code)

Registrant's telephone number, including area code: (301) 795-1800  
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))
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Item 8.01 Other Events

On February 4, 2013, Emergent BioSolutions Inc. ("Emergent") was one of several organizations that issued a joint press release announcing the results of a Phase IIb clinical trial evaluating the safety and efficacy of Emergent's MVA85A vaccine candidate in preventing tuberculosis in infants. As a consequence of the clinical trial results, Emergent will cease further development work on MVA85A. Emergent anticipates a reduction of approximately \$10 million in operating expenses for 2013, inclusive of any proposed restructuring expenses. Although Emergent will not participate in or fund any further TB product development efforts, the company will continue as the majority owner in the OETC joint venture to assist in exploring partnering or collaboration opportunities for MVA85A. A copy of the press release is attached as Exhibit 99 to this Current Report on Form 8-K and is incorporated herein by reference.

The press release and this current report on Form 8-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact, including statements regarding our strategy, future operations, prospects, plans and objectives of management, and any other statements containing the words "believes", "expects", "anticipates", "intends", "plans", "estimates" and similar expressions, are forward-looking statements. These forward-looking statements are based on our current intentions, beliefs and expectations regarding future events. We cannot guarantee that any forward-looking statement will be accurate. Investors should realize that if underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could differ materially from our expectations. Investors are, therefore, cautioned not to place undue reliance on any forward-looking statement. Any forward-looking statement speaks only as of the date of the press release and this current report on Form 8-K, and, except as required by law, we do not undertake to update any forward-looking statement to reflect new information, events or circumstances.

There are a number of important factors that could cause the company's actual results to differ materially from those indicated by such forward-looking statements, including the success of our ongoing and planned preclinical studies and clinical trials; the rate and degree of market acceptance and clinical utility of our products; the success of our ongoing and planned development programs; the timing of and our ability to obtain and maintain regulatory approvals for our product candidates; our commercialization, marketing and manufacturing capabilities and strategy; and our estimates regarding expenses, future revenue, capital requirements and needs for additional financing. The foregoing sets forth many, but not all, of the factors that could cause actual results to differ from our expectations in any forward-looking statement. Investors should consider this cautionary statement, as well as the risk factors identified in our periodic reports filed with the Securities and Exchange Commission, when evaluating our forward-looking statements.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99 Press release issued on February 4, 2013.

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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: February 4, 2013 EMERGENT  
BIOSOLUTIONS  
INC.  
By: /s/ Jay G. Reilly  
Jay G. Reilly  
General Counsel

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Exhibit Index

**99** Press release issued on February 4, 2013.