

Emergent BioSolutions Inc.
Form 8-K
January 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): January 22, 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, Gaithersburg, Maryland 20879
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 22, 2015, the Board of Directors of Emergent BioSolutions Inc. approved an increase in the size of the Board from 9 to 10 directors and appointed Jerome Hauer as a Class III director of the company, with an initial term expiring at the 2015 annual meeting of stockholders.

The Board has determined that Mr. Hauer is "independent" within the meaning of the NYSE listing standards. It is contemplated that Mr. Hauer may serve on certain committees of the Board, but no such committee appointments have been made at this time. Mr. Hauer was not selected pursuant to any arrangement or understanding with any other person. There are no transactions in which the company is a party and in which Mr. Hauer has a material interest subject to disclosure under Item 404(a) of Regulation S-K.

In connection with his appointment to the Board, and pursuant to the company's Third Amended and Restated 2006 Stock Incentive Plan, the Company granted Mr. Hauer options to purchase 14,100 shares of the company's common stock at an exercise price of \$27.93 per share and 7,050 restricted stock units. As a non-employee director, Mr. Hauer will receive compensation in accordance with the company's non-employee director compensation practices, which are summarized under the heading "Director Compensation" in the company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 7, 2014. Mr. Hauer also entered into the company's standard form of Indemnification Agreement, the form of which was filed as Exhibit 10 to the company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 18, 2013.

Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Company's certificate of incorporation provides that, except to the extent prohibited by the Delaware General Corporation Law ("DGCL"), CoreLogic's directors shall not be liable to the registrant or their respective stockholders for monetary damages for any breach of fiduciary duty as directors of the registrant. Under the DGCL, the directors have a fiduciary duty to the Company, which is not eliminated by these provisions of the certificate of incorporation and, in appropriate circumstances, equitable remedies such as injunctive or other forms of nonmonetary relief will remain available. This provision does not affect the directors' responsibilities under any other laws, such as the Federal securities laws or state or Federal environmental laws.

Section 145 of the DGCL empowers a corporation to indemnify its directors and officers and to purchase insurance with respect to liability arising out of their capacity or status as directors and officers. The DGCL provides further that the indemnification permitted thereunder shall not be deemed exclusive of any other rights to which the directors and officers may be entitled under the corporation's bylaws, any agreement, a vote of stockholders or otherwise. The Company's bylaws provide that it shall indemnify and hold harmless, to the fullest extent permitted by applicable law, as may be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was one of CoreLogic's directors or officers or is or was serving at the Company's request as a director, officer, employee or agent of another registrant or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) incurred by such person.

The Plan provides that, subject to certain conditions, CoreLogic may, through the purchase of insurance or otherwise, indemnify each member of the Board (or board of directors of any affiliate), each member of the committee charged with administering the Plan, and any other employees to whom any responsibility with respect to the Plan is allocated or delegated, from and against any and all claims, losses, damages, and expenses, including attorneys' fees, and any liability, including any amounts paid in settlement with CoreLogic's approval, arising from the individual's action or failure to act, except when the same is judicially determined to be attributable to the gross negligence or willful misconduct of such person.

CoreLogic also has a policy of liability insurance that insures its directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of CoreLogic, Inc. dated May 28, 2010, as incorporated by reference herein from Exhibit 3.1 to the Form 8-K filed June 1, 2010
4.2	Bylaws of CoreLogic, Inc., effective June 1, 2010, incorporated by reference herein from Exhibit 3.2 to the Form 8-K filed June 1, 2010
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP
23.2	Consent of Gibson, Dunn & Crutcher LLP (included as part of its opinion filed as Exhibit 5.1 hereto)
24	Power of Attorney (included on signature page)

Item 9. Undertakings

1. CoreLogic hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that:

a. paragraphs (1)(a)(i) and (1)(a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by CoreLogic pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; and

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- b. paragraphs (1)(a)(i), (1)(a)(ii) and (1)(a)(iii) do not apply if the Registration Statement is on Form S-3 or Form F03 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or

furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement;

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
 - (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
2. CoreLogic hereby further undertakes that, for the purposes of determining any liability under the Securities Act, each filing of CoreLogic's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of CoreLogic pursuant to provisions and arrangements that exist whereby CoreLogic may indemnify such persons against liabilities arising under the Securities Act, or otherwise, CoreLogic has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by CoreLogic of expenses incurred or paid by a director, officer or controlling person of CoreLogic in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, CoreLogic will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, CoreLogic, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Santa Ana, state of California, on June 1, 2010.

CORELOGIC, INC.

By: /s/ Anand K. Nallathambi
Name: Anand K. Nallathambi
Title: President and Chief Executive Officer

(Principal Executive Officer)

We, the undersigned officers and directors of CoreLogic, Inc., do hereby constitute and appoint Stergios Theologides, our true and lawful attorney and agent, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney and agent may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) and supplements hereto and we do hereby ratify and confirm all that said attorney and agent shall do or cause to be done or have done or caused to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated and on June 1, 2010.

By: /s/ Anthony S. Pizsel
Name: Anthony S. Pizsel
Title: Chief Financial Officer

(Principal Financial Officer)

By: /s/ Michael A. Rasic
Name: Michael A. Rasic
Title: Senior Vice President, Finance and Accounting

(Principal Accounting Officer)

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Signature	Title
/s/ Parker S. Kennedy Parker S. Kennedy	Executive Chairman
/s/ Matthew B. Botein Matthew B. Botein	Director
/s/ J. David Chatham J. David Chatham	Director
/s/ Christopher V. Greetham Christopher V. Greetham	Director
/s/ Anand K. Nallathambi Anand K. Nallathambi	Director and Chief Executive Officer (Principal Executive Officer)
/s/ Thomas C. O Brien Thomas C. O Brien	Director
/s/ John W. Peace John W. Peace	Director
/s/ D. Van Skilling D. Van Skilling	Director
/s/ David F. Walker David F. Walker	Director
/s/ Mary Lee Widener Mary Lee Widener	Director

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