

EDDLEMAN ROY T
Form 4
December 28, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
EDDLEMAN ROY T

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 TROYGOULD PC, 1801
CENTURY PARK EAST, 16TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2017

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

(Street)
LOS ANGELES, CA 90067

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 | 12/27/2017 | | G ⁽¹⁾ | 480,000 | D | \$ 0 | 357,518 | D ⁽²⁾ |
| Common Stock | 12/27/2017 | | G ⁽¹⁾ | 900,000 | D | \$ 0 | 357,518 | D ⁽²⁾ |
| Common Stock | | | | | | | 4,424,826 | I ⁽³⁾ By trusts |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDDLEMAN ROY T C/O TROYGOULD PC 1801 CENTURY PARK EAST, 16TH FLOOR LOS ANGELES, CA 90067 | | X | | |

Signatures

/s/ Istvan Benko, Attorney-in-Fact for Roy T. Eddleman
12/28/2017

**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) On December 27, 2017, the reporting person contributed 480,000 and 900,000 shares, respectively, of RGEN common stock to separate charitable remainder unit trusts of which the reporting person is the trustee and a lifetime beneficiary.
The RGEN shares shown are held for the benefit of the reporting person in an escrow account established in connection with the Issuer's acquisition of Spectrum, Inc. on August 1, 2017, and are subject to potential indemnification claims of the Issuer relating to the acquisition.
- (3) Of the RGEN shares 3,044,826 are owned of record by the Roy T. Eddleman Living Trust UAD 8-7-2000, of which the reporting person is the sole trustee. The reporting person continues to report beneficial ownership of the RGEN shares contributed to the trusts referred to in note (1), but disclaims beneficial ownership of the trusts' shares except to the extent of his pecuniary interest therein.

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.