

EDDLEMAN ROY T
Form 4
August 08, 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 *
EDDLEMAN ROY T

(Last) (First) (Middle)

1801 CENTURY PARK E., 16TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	08/06/2018		S		33,142	D	\$ 49.0495 (1)
							796,858
Common stock	08/07/2018		S		16,015	D	\$ 49.0526 (3)
							413,985
Common stock	08/08/2018		S		4,770	D	\$ 49.0504
							409,215
Common stock							2,903,446
							357,518
						I	As trustee (2)
						D	
						I	As trustee (4)
						I	As trustee (5)
						D (6)	

Common
stock

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDDLEMAN ROY T 1801 CENTURY PARK E. 16TH FLOOR LOS ANGELES, CA 90067		X		

Signatures

Istvan Benko, as Attorney-in-Fact for Roy T. Eddleman 08/08/2018

__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) The price is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$49.207 to \$49.1358, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each price with the price ranges set forth in this footnote and in footnote (3), below.

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- The shares shown are held, of record, by a charitable remainder unitrust of which the reporting person is the sole trustee and, as such, has
- (2) investment and voting control over such shares, and is a lifetime beneficiary. The reporting person disclaims as beneficial ownership of the shares except to the extent of his pecuniary interest therein.
 - (3) The price is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$49.0500 to \$49.0908, inclusive.
 - (4) The shares shown are held, of record, by a second charitable remainder unitrust of which the reporting person is the sole trustee and, as such, has investment and voting control over such shares, and is a lifetime beneficiary. The reporting person disclaims as beneficial ownership of the shares except to the extent of his pecuniary interest therein.
 - (5) The shares shown are held of record by the Roy T. Eddleman Living Trust UAD 8-7-2000, of which the reporting person is the sole trustee, and as such, has investment and voting control over such shares.
 - (6) The shares shown are held for the benefit of the reporting person in a 15-month escrow account established in connection with the acquisition of Spectrum, Inc. by the issuer on August 1, 2017 and are subject to potential indemnification claims of the issuer relating to the acquisition.

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.