

REPLIGEN CORP  
Form 8-K  
May 10, 2013

**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): May 9, 2013**

**Repligen Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**0-14656**  
**(Commission**

**04-2729386**  
**(IRS Employer**  
**Identification No.)**

**File Number)**  
**41 Seyon Street, Bldg. 1, Suite 100, Waltham, MA 02453**

**(Address of Principal Executive Offices) (Zip Code)**

**(781) 250-0111**

**(Registrant's telephone number, including area code)**

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2013 Annual Meeting of Stockholders (the Annual Meeting ) of Repligen Corporation (the Company ) was held on May 9, 2013. Proxies were solicited pursuant to the Company s proxy statement filed on April 9, 2013, with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934, as amended.

The number of shares of the Company s common stock, \$0.01 par value per share ( Common Stock ), entitled to vote at the Annual Meeting was 31,315,280. The number of shares of Common Stock present or represented by valid proxy at the Annual Meeting was 26,947,242, representing 86% of the total number of shares of Common Stock entitled to vote at the Annual Meeting. Each share of Common Stock was entitled to one vote with respect to matters submitted to the Company s stockholders at the Annual Meeting.

At the Annual Meeting, the Company s stockholders were asked (i) to elect the Company s Board of Directors, (ii) to ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2013 and (iii) to vote to approve, on an advisory basis, the compensation paid to the Company s named executive officers. The voting results reported below are final.

Proposal 1 Election of the Board of Directors

Glenn L. Cooper, Karen A. Dawes, Alfred L. Goldberg, Michael A. Griffith, Earl Webb Henry, Walter C. Herlihy and Thomas F. Ryan, Jr. were duly elected as the Company s Board of Directors. The results of the election were as follows:

| NOMINEE             | FOR        | %<br>FOR | WITHHELD | %<br>WITHHELD | BROKER NON-<br>VOTES |
|---------------------|------------|----------|----------|---------------|----------------------|
| Glenn L. Cooper     | 16,691,663 | 96.76%   | 558,064  | 3.24%         | 9,697,515            |
| Karen A. Dawes      | 16,726,646 | 96.97%   | 523,081  | 3.03%         | 9,697,515            |
| Alfred L. Goldberg  | 16,689,663 | 96.75%   | 560,064  | 3.25%         | 9,697,515            |
| Michael A. Griffith | 16,692,273 | 96.77%   | 557,454  | 3.23%         | 9,697,515            |
| Earl Webb Henry     | 16,687,363 | 96.74%   | 562,364  | 3.26%         | 9,697,515            |
| Walter C. Herlihy   | 16,691,743 | 96.77%   | 557,984  | 3.23%         | 9,697,515            |
| Thomas F. Ryan, Jr. | 16,687,173 | 96.74%   | 562,554  | 3.26%         | 9,697,515            |

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### Proposal 2 Ratify the Appointment of Independent Registered Public Accounting Firm

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified. The results of the ratification were as follows:

|                   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|-------------------|------------|----------------|----------------|-------------------------|
| <b>NUMBER</b>     | 26,665,257 | 205,190        | 76,795         |                         |
| <b>PERCENTAGE</b> | 98.95%     | 0.76%          | 0.28%          |                         |

### Proposal 3 Advisory Vote on Compensation of the Named Executive Officers

The compensation paid to the Company's named executive officers was approved on an advisory basis. The results of the vote were as follows:

|                   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|-------------------|------------|----------------|----------------|-------------------------|
| <b>NUMBER</b>     | 16,996,467 | 183,697        | 69,563         | 9,697,515               |
| <b>PERCENTAGE</b> | 98.53%     | 1.06%          | 0.40%          |                         |

**SIGNATURES**

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.

REPLIGEN CORPORATION

Date: May 10, 2013

By: /s/ Walter C. Herlihy  
Walter C. Herlihy  
President and Chief Executive Officer