

REPLIGEN CORP  
Form 8-K  
May 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): May 21, 2015**

**Repligen Corporation**  
**(Exact name of registrant as specified in its charter)**

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

**000-14656**  
**(Commission)**

**04-2729386**  
**(IRS Employer)**

**of Incorporation)** **File Number)** **Identification No.)**

**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 2015 Annual Meeting of Stockholders (the Annual Meeting ) of the Company was held on May 21, 2015. Proxies were solicited pursuant to the Company s proxy statement filed on April 17, 2015, 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 32,851,500. The number of shares of Common Stock present or represented by valid proxy at the Annual Meeting was 29,822,160, representing 90.77% 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, 2015 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**

Nicolas M. Barthelemy, Glenn L. Cooper, John G. Cox, Karen A. Dawes, Alfred L. Goldberg, Tony J. Hunt and Thomas F. Ryan, Jr. were duly elected as the Company s Board of Directors. The results of the election were as follows:

<b>NOMINEE</b>	<b>FOR</b>	<b>% FOR</b>	<b>WITHHELD</b>	<b>% WITHHELD</b>	<b>BROKER NON-VOTES</b>
Nicolas M. Barthelemy	24,775,940	99.28%	179,125	0.72%	4,867,095
Glenn L. Cooper	24,780,942	99.30%	174,123	0.70%	4,867,095
John G. Cox	24,778,965	99.29%	176,100	0.71%	4,867,095
Karen A. Dawes	24,073,935	96.47%	881,130	3.53%	4,867,095
Alfred L. Goldberg	24,774,394	99.28%	180,671	0.72%	4,867,095
Tony J. Hunt	24,777,911	99.29%	177,154	0.71%	4,867,095
Thomas F. Ryan, Jr.	23,956,371	96.00%	998,694	4.00%	4,867,095

**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, 2015 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>	29,508,735	225,486	87,939	
<b>PERCENTAGE OF VOTED</b>	98.94%	0.75%	0.29%	

**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>	23,816,923	640,841	497,301	4,867,095
<b>PERCENTAGE OF VOTED</b>	95.43%	2.56%	1.99%	

**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 22, 2015

By: /s/ Tony J. Hunt  
Tony J. Hunt  
President and Chief Executive Officer