

Edgar Filing: Emergent BioSolutions Inc. - Form 10-Q/A

Emergent BioSolutions Inc.

Form 10-Q/A

January 23, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Amendment No. 1)

(Mark

One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-33137

EMERGENT BIOSOLUTIONS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

14-1902018

(I.R.S. Employer  
Identification No.)

400 Professional Drive, Suite 400

Gaithersburg, Maryland

20879

(Address of Principal Executive Offices) (Zip Code)

(240) 631-3200

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  
No

As of October 31, 2014, the registrant had 37,552,024 shares of common stock outstanding.

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Emergent BioSolutions Inc.  
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EXHIBIT INDEX

SIGNATURE

EX-10 Modification No. 11 to the CDC BioThrax Procurement Contract, effective September 18, 2014, between Emergent BioDefense Operations Lansing LLC and the Centers for Disease Control and Prevention.

EX-31.3 Certification of the Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a).

EX-31.4 Certification of the Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a).

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EXPLANATORY NOTE

Emergent BioSolutions Inc. (the "Company") is filing this Amendment No. 1 on Form 10-Q/A (this "Amendment No. 1") to its Quarterly Report on Form 10-Q for the nine months ended September 30, 2014, as originally filed by the Company with the SEC on November 10, 2014 (the "Original Quarterly Report"), to (a) refile an exhibit for which the company requested confidential treatment, (b) file additional certifications in accordance with Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, and (c) amend and restate the Exhibit Index to the Original Quarterly Report to reflect the filing of the foregoing exhibits. This Amendment No. 1 does not change the previously reported financial statements or, except as expressly described in the prior sentence, any of the other disclosure contained in the Original Quarterly Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

EMERGENT BIOSOLUTIONS INC.

By: /s/ DANIEL J. ABDUN-NABI  
Daniel J. Abdun-Nabi  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: January 23, 2015

By: /s/ ROBERT G. KRAMER  
Robert G. Kramer  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

Date: January 23, 2015

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EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| 10#†           | Modification No. 11 to the CDC BioThrax Procurement Contract, effective September 18, 2014, between Emergent BioDefense Operations Lansing LLC and the Centers for Disease Control and Prevention.                                  |
| 12             | Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12 to the Original Quarterly Report).  |
| 31.1           | Certification of the Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) (incorporated by reference to Exhibit 31.1 to the Original Quarterly Report).  |
| 31.2           | Certification of the Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) (incorporated by reference to Exhibit 31.2 to the Original Quarterly Report).  |
| 31.3#          | Certification of the Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a).   |
| 31.4#          | Certification of the Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a).   |
| 32.1           | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to the Original Quarterly Report). |
| 32.2           | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.2 to the Original Quarterly Report). |
| 101.INS        | XBRL Instance Document (incorporated by reference to Exhibit 101.INS to the Original Quarterly Report).   |
| 101.SCH        | XBRL Taxonomy Extension Schema Document (incorporated by reference to Exhibit 101.SCH to the Original Quarterly Report).  |
| 101.CAL        | XBRL Taxonomy Calculation Linkbase Document (incorporated by reference to Exhibit 101.CAL to the Original Quarterly Report).  |
| 101.DEF        | XBRL Taxonomy Definition Linkbase Document (incorporated by reference to Exhibit 101.DEF to the Original Quarterly Report).   |
| 101.LAB        | XBRL Taxonomy Label Linkbase Document (incorporated by reference to Exhibit 101.LAB to the Original Quarterly Report).  |
| 101.PRE        | XBRL Taxonomy Presentation Linkbase Document (incorporated by reference to Exhibit 101.PRE to the Original Quarterly Report).   |

Incorporated herein by reference to Exhibit 101 to the Original Quarterly Report are the following formatted in XBRL (Extensible Business Reporting Language):

- (i) Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2014 and September 30, 2013;
- (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2014 and 2013;
- (iii) Condensed Consolidated Balance Sheets at September 30, 2014 and December 31, 2013;
- (iv) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and 2013; and
- (v) Notes to Consolidated Financial Statements.

#Filed herewith.

†Confidential treatment requested as to certain portions, which portions have been filed separately with the Securities and Exchange Commission.