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

FORM 10-Q

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

For the quarterly period ended June 30, 2016

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 000-14656

REPLIGEN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

41 Seyon Street, Bldg. 1, Suite 100
Waltham, MA
(Address of principal executive offices)

04-2729386
(I.R.S. Employer
Identification No.)

02453
(Zip Code)

Registrant's telephone number, including area code: (781) 250-0111

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 website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) 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	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of July 29, 2016.

<u>Class</u>	<u>Number of Shares</u>
Common Stock, par value \$.01 per share	33,786,517

Table of Contents

	<u>PAGE</u>
PART I	FINANCIAL INFORMATION
Item 1.	Unaudited Condensed Consolidated Financial Statements
	Condensed Consolidated Balance Sheets as of June 30, 2016 and December 31, 2015
	3
	Condensed Consolidated Statements of Comprehensive Income for the Three- and Six-Month Periods Ended June 30, 2016 and 2015
	4
	Condensed Consolidated Statements of Cash Flows for the Six-Month Periods Ended June 30, 2016 and 2015
	5
	Notes to Unaudited Condensed Consolidated Financial Statements
	6
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations
	21
Item 3.	Quantitative and Qualitative Disclosures About Market Risk
	28
Item 4.	Controls and Procedures
	28
PART II	OTHER INFORMATION
	30
Item 1.	Legal Proceedings
	30
Item 1A.	Risk Factors
	30
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds
	31
Item 3.	Defaults Upon Senior Securities
	31
Item 4.	Mine Safety Disclosures
	31
Item 5.	Other Information
	31
Item 6.	Exhibits
	31
Signatures	33

REPLIGEN CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(in thousands, except share data)	June 30, 2016	December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	\$ 172,622	\$ 54,092
Marketable securities	9,181	17,682
Accounts receivable, less reserve for doubtful accounts of \$19 and \$31, respectively	11,073	11,300
Other receivables	564	82
Inventories	23,197	17,998
Prepaid expenses and other current assets	1,304	2,098
Total current assets	<u>217,941</u>	<u>103,252</u>
Property, plant and equipment, net	13,707	13,801
Long-term marketable securities	—	1,633
Intangible assets, net	19,186	12,755
Goodwill	31,026	14,346
Restricted cash	450	450
Total assets	<u>\$282,310</u>	<u>\$ 146,237</u>
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 7,688	\$ 6,724
Accrued liabilities	13,662	12,057
Total current liabilities	21,350	18,781
Convertible senior notes	93,380	—
Deferred tax liabilities	1,978	451
Other long-term liabilities	1,878	4,257
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, \$.01 par value, 5,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, \$.01 par value, 80,000,000 shares authorized, 33,691,278 shares at June 30, 2016 and 32,949,353 shares at December 31, 2015 issued and outstanding	337	329
Additional paid-in capital	238,617	202,527
Accumulated other comprehensive loss	(9,184)	(8,566)
Accumulated deficit	(66,046)	(71,542)
Total stockholders' equity	<u>163,724</u>	<u>122,748</u>
Total liabilities and stockholders' equity	<u>\$282,310</u>	<u>\$ 146,237</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

REPLIGEN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(in thousands, except share and per share data)

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Product revenue	\$ 29,170	\$ 21,457	\$ 54,265	\$ 42,274
Operating expenses:				
Cost of product revenue	12,644	8,586	23,713	16,659
Research and development	1,890	1,252	3,430	2,819
Selling, general and administrative	8,140	6,242	15,159	12,267
Contingent consideration – fair value adjustments	637	768	2,642	1,881
Total operating expenses	<u>23,311</u>	<u>16,848</u>	<u>44,944</u>	<u>33,626</u>
Income from operations	5,859	4,609	9,321	8,648
Investment income	76	19	137	56
Interest expense	(638)	(8)	(643)	(17)
Other income (expense)	<u>75</u>	<u>(269)</u>	<u>(904)</u>	<u>(137)</u>
Income before income taxes	5,372	4,351	7,911	8,550
Income tax provision	<u>1,500</u>	<u>739</u>	<u>2,415</u>	<u>2,008</u>
Net income	<u>\$ 3,872</u>	<u>\$ 3,612</u>	<u>\$ 5,496</u>	<u>\$ 6,542</u>
Earnings per share:				
Basic	<u>\$ 0.12</u>	<u>\$ 0.11</u>	<u>\$ 0.16</u>	<u>\$ 0.20</u>
Diluted	<u>\$ 0.11</u>	<u>\$ 0.11</u>	<u>\$ 0.16</u>	<u>\$ 0.19</u>
Weighted average shares outstanding:				
Basic	<u>33,649,296</u>	<u>32,870,473</u>	<u>33,336,989</u>	<u>32,827,536</u>
Diluted	<u>34,175,127</u>	<u>33,670,696</u>	<u>33,862,311</u>	<u>33,581,682</u>
Other comprehensive income:				
Unrealized gain (loss) on investments	—	(5)	15	(22)
Foreign currency translation gain (loss)	<u>(2,514)</u>	<u>1,447</u>	<u>(633)</u>	<u>(2,402)</u>
Comprehensive income	<u>\$ 1,358</u>	<u>\$ 5,054</u>	<u>\$ 4,878</u>	<u>\$ 4,118</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

REPLIGEN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)

	Six months ended June 30,	
	2016	2015
Cash flows from operating activities:		
Net income	\$ 5,496	\$ 6,542
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	2,465	2,295
Non-cash interest expense	382	—
Stock-based compensation expense	2,059	1,687
Deferred tax expense	218	173
Loss on revaluation of contingent consideration	2,642	1,881
Gain on sale of fixed assets	(15)	—
Loss on disposal of assets	26	1
Changes in assets and liabilities:		
Accounts receivable	892	(6,820)
Other receivables	(318)	(283)
Inventories	(5,093)	(2,380)
Prepaid expenses and other current assets	793	981
Accounts payable	511	586
Accrued liabilities	(3,239)	875
Long-term liabilities	(66)	(425)
Net cash provided by operating activities	<u>6,753</u>	<u>5,113</u>
Cash flows from investing activities:		
Acquisition of Atoll GmbH, net of cash received	(8,767)	—
Purchases of marketable securities	(3,952)	(8,119)
Redemptions of marketable securities	14,100	10,359
Proceeds from sale of fixed assets	45	—
Purchases of property, plant and equipment	(1,406)	(1,737)
Net cash provided by investing activities	<u>20</u>	<u>503</u>
Cash flows from financing activities:		
Proceeds from issuance of convertible senior notes, net of costs	111,323	—
Exercise of stock options	958	686
Payment of contingent considerations	(498)	(99)
Net cash provided by financing activities	<u>111,783</u>	<u>587</u>
Effect of exchange rate changes on cash and cash equivalents	(26)	(1,554)
Net increase in cash and cash equivalents	118,530	4,649
Cash and cash equivalents, beginning of period	54,092	35,363
Cash and cash equivalents, end of period	<u>\$ 172,622</u>	<u>\$ 40,012</u>
Supplemental disclosure of non-cash activities:		
Income taxes paid	\$ 1,981	\$ 1,629
Payment of contingent consideration in common stock	\$ 875	\$ —
Stock tendered for acquisition of Atoll GmbH	\$ 14,135	\$ —

The accompanying notes are an integral part of these condensed consolidated financial statements.

REPLIGEN CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The consolidated financial statements included herein have been prepared by Repligen Corporation (the “Company,” “Repligen” or “we”) in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”), for Quarterly Reports on Form 10-Q and Article 10 of Regulation S-X and do not include all of the information and footnote disclosures required by U.S. GAAP. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Repligen Sweden AB, Atoll GmbH (as of April 1, 2016) and Repligen Singapore Pte. Ltd. All significant intercompany accounts and transactions have been eliminated in consolidation.

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments, consisting of only normal, recurring adjustments necessary for a fair presentation of the financial position, results of operations and cash flows. The results of operations for the interim periods presented are not necessarily indicative of results to be expected for the entire year.

Recently Issued Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-03, “Interest – Imputation of Interest (Topic 835): Simplifying the Presentation of Debt Issuance Costs.” ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. The ASU became effective for public entities for fiscal years beginning after December 15, 2015. The Company applied the amended presentation requirements in conjunction with its issuance of convertible senior notes in the second quarter of 2016.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606),” which supersedes the revenue recognition requirements in Accounting Standards Codification Topic 605, *Revenue Recognition*, and creates a new Topic 606, *Revenue from Contracts with Customers*. Two adoption methods are permitted: retrospectively to all prior reporting periods presented, with certain practical expedients permitted; or retrospectively with the cumulative effect of initially adopting the ASU recognized at the date of initial application. The adoption of this ASU will include updates as provided under ASU 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date”; ASU 2016-08, “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)”; ASU 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing”; and ASU 2016-12, “Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients.” The Company has not yet determined which adoption method it will utilize or the effect that the adoption of this guidance will have on its consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, “Inventory (Topic 330): Simplifying the Measurement of Inventory.” (“ASU 2015-11”) ASU 2015-11 requires inventory be measured at the lower of cost and net realizable value, and options that currently exist for market value be eliminated. ASU 2015-11 defines net realizable value as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The guidance is effective prospectively for reporting periods beginning after December 15, 2016 and interim periods within those fiscal years with early adoption permitted. The Company does not expect the adoption of ASU 2015-11 to have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” (“ASU 2016-02”) ASU 2016-02 requires lessees to recognize a right-of-use asset and a lease liability for most leases. Extensive quantitative and qualitative disclosures, including significant judgments made by management, will be required to provide greater insight into the extent of revenue and expense recognized and expected to be recognized from existing contracts. The accounting applied by a lessor is largely unchanged from that applied under the current standard. The standard must be adopted using a modified retrospective transition approach and provides for certain practical expedients. The ASU is effective for public entities for fiscal years beginning after December 15, 2018, with early adoption permitted. The Company has not yet completed its assessment of the impact of the new standard on its consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting”, which aims to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, classification of certain items on the statement of cash flows and accounting for forfeitures. The ASU is effective for public entities for fiscal years beginning after December 15, 2016, with early adoption permitted. The Company has not yet completed its assessment of the impact of the new standard on its consolidated financial statements.

2. Acquisition of Atoll GmbH

On April 1, 2016, the Company’s subsidiary Repligen Sweden AB (“Repligen Sweden”) acquired Atoll GmbH (“Atoll”) from UV-Cap GmbH & Co. KG (the “Seller”) pursuant to a Share Purchase Agreement (the “Share Purchase Agreement”), dated as of March 31, 2016 (such acquisition, the “Atoll Acquisition”), by and among Repligen Sweden, the Seller, and the Company, in its capacity as guarantor of the obligations of Repligen Sweden under the Share Purchase Agreement. The Transaction was subject to certain closing conditions that did not occur until April 1, 2016. Payment for the Transaction was denominated in Euros but is reflected here in U.S. dollars for presentation purposes.

In connection with the Atoll Acquisition, the Company issued and contributed 538,700 shares of the Company’s common stock, par value of \$0.01 per share valued at \$14.1 million (the “Stock Consideration”) to Repligen Sweden through a transfer by the Company on behalf of Repligen Sweden to fulfill Repligen Sweden’s obligation to deliver the Stock Consideration under the Share Purchase Agreement. The issuance of the Stock Consideration will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act. The Stock Consideration was based on the fair value of Repligen stock on April 1, 2016.

This acquisition strengthened Repligen’s bioprocessing business by adding a complementary extension to an existing product line while expanding its direct sales presence worldwide. The Atoll Acquisition was accounted for as a purchase of a business under ASC 805, Business Combinations. The total purchase price of the Atoll acquisition totaled \$25.3 million, consisting of an upfront cash payment of \$10.2 million, less \$74,000 as a result of the final determination of working capital, issuance of the Share Consideration, and future potential milestone payments totaling up to \$1.1 million if specific revenue growth targets are met for 2016. The \$1.1 million potential contingent consideration had an initial probability weighted fair value at the time of the closing of the Transaction of approximately \$952,000.

Consideration Transferred

The Company accounted for the Atoll Acquisition as the purchase of a business under U.S. GAAP. Under the acquisition method of accounting, the assets of Atoll were recorded as of the acquisition date, at their respective fair values, and consolidated with those of Repligen. The fair value of the net assets acquired was approximately \$25.3 million.

The preparation of the valuation required the use of significant assumptions and estimates. Critical estimates included, but were not limited to, future expected cash flows, including projected revenues and expenses, and the applicable discount rates. These estimates were based on assumptions that the Company believes to be reasonable. However, actual results may differ from these estimates.

The total consideration transferred follows (in thousands):

Cash consideration, less \$74 of working capital adjustments reflected in other receivables as of June 30, 2016	\$10,176
Value of common stock issued	14,138
Estimated fair value of contingent consideration	952
Total consideration transferred	<u>\$25,266</u>

The fair value of contingent consideration was determined based upon a probability weighted analysis of expected future milestone and settlement payments to be made to the Seller. The Company could make payments of up to \$1.1 million if specific revenue growth targets are met for 2016. The liability for contingent consideration is included in current liabilities on the consolidated balance sheets and will be remeasured at each reporting period until the contingency is resolved. See Note 10 - Accrued Liabilities for further details.

Acquisition related costs are not included as a component of consideration transferred, but are expensed in the periods in which the costs are incurred. The Company incurred \$1,119,000 in transaction costs related to the Atoll Acquisition. The transaction costs are included in selling, general and administrative expenses in the consolidated statements of operations.

Fair Value of Net Assets Acquired

The allocation of purchase price was based on the fair value of assets acquired and liabilities assumed as of April 1, 2016. The components and allocation of the purchase price consists of the following amounts (in thousands):

Cash and cash equivalents	\$ 1,409
Accounts receivable	697
Inventory	155
Other current assets	169
Fixed assets, net	114
Customer relationships	5,318
Developed technology	2,175
Non-competition agreements	57
Trademark and trade name	11
Deferred tax assets	903
Accounts payable and other liabilities assumed	(599)
Deferred tax liabilities	(2,245)
Goodwill	17,102
Net assets acquired	<u>\$25,266</u>

Of the consideration paid, \$5.3 million represents the fair value of customer relationships that will be amortized over the determined useful life of 16 years and \$2.2 million represents the fair value of developed technology that will be amortized over a determined useful life of 14 years. \$57,000 represents the fair value of non-competition agreements, and \$11,000 represents the fair value of trademarks and trade names that will be amortized over a determined useful life of 2 years. The aforementioned intangible assets will be amortized on a straight-line basis.

The assessment of fair value is preliminary and is based on information that was available to management at the time the condensed consolidated financial statements were prepared. The Company is finalizing its valuation of the assets acquired and liabilities assumed, and accordingly, such amounts may be subject to change.

3. Revenue Recognition*Product Sales*

The Company's revenue recognition policy is to recognize revenues from product sales and services in accordance with ASC 605, *Revenue Recognition*. These standards require that revenues are recognized when persuasive evidence of an arrangement exists, product delivery, including customer acceptance when required, has occurred or services have been rendered, the price is fixed or determinable and collectability is reasonably assured. Determination of whether these criteria have been met are based on management's judgments primarily regarding the fixed nature of the fee charged for the product delivered and the collectability of those fees. The Company has a few longstanding customers who comprise the majority of revenue and have excellent payment histories and therefore the Company does not require collateral. The Company has had no significant write-offs of uncollectible invoices in the periods presented. When more than one element such as equipment, consumables, and services are contained in a single arrangement, the Company allocates revenue between the elements based on each element's relative selling price, provided that each element meets the criteria for treatment as a separate unit of accounting. An item is considered a separate unit of accounting if it has value to the customer on a stand-alone basis. The selling price of the undelivered elements is determined by the price charged when the element is sold separately, or in cases when the item is not sold separately, by third-party evidence of selling price or management's best estimate of selling price.

The Company's product revenues are from the sale of bioprocessing products, equipment devices, and related consumables used with these equipment devices to customers in the life science and biopharmaceutical industries. On product sales to end customers, revenue is recognized, net of discounts, when both the title and risk of loss have transferred to the customer, as determined by the shipping terms provided there are no uncertainties regarding acceptance, and all obligations have been completed. Generally, our product arrangements for equipment sales are multiple element arrangements, and may include services, such as installation and training, and multiple products, such as consumables and spare parts. In accordance with ASC 605-25, based on terms and conditions of the product arrangements, the Company believes that these services and undelivered products can be accounted for separately from the delivered product element, as the delivered products have value to our customers on a standalone basis. Accordingly, revenue for services not yet performed at the time of product shipment are deferred and recognized as such services are performed. The relative selling price of any undelivered products is also deferred at the time of shipment and recognized as revenue when these products are delivered. For product sales to distributors, the Company recognizes revenue for both equipment and consumables upon delivery to the distributor.

[Table of Contents](#)

unless direct shipment to the end user is requested. In this case, revenue is recognized upon delivery to the end user's location. In general, distributors are responsible for shipment to the end customer along with installation, training and acceptance of the equipment by the end customer. Sales to distributors are not contingent upon resale of the product.

At the time of sale, the Company also evaluates the need to accrue for warranty and sales returns. The supply agreements the Company has with its customers and the related purchase orders identify the terms and conditions of each sale and the price of the goods ordered. Due to the nature of the sales arrangements, inventory produced for sale is tested for quality specifications prior to shipment. Since the product is manufactured to order and in compliance with required specifications prior to shipment, the likelihood of sales return, warranty or other issues is largely diminished. Furthermore, there is no customer right of return in our sales agreements. Sales returns and warranty issues are infrequent and have not had a material impact on the Company's financial statements historically.

Shipping and handling fees are recorded as a component of product revenue, with the associated costs recorded as a component of cost of product revenue.

Therapeutics Licensing Agreements

Activities under licensing agreements are evaluated in accordance with ASC 605-25 to determine if they represent a multiple element revenue arrangement. The Company identifies the deliverables included within the agreement and evaluates which deliverables represent separate units of accounting. The Company accounts for those components as separate units of accounting if the following two criteria are met:

- The delivered item or items have value to the customer on a stand-alone basis.
- If there is a general right of return relative to the delivered items, delivery or performance of the undelivered items is considered probable and within the Company's control.

Factors considered in this determination include, among other things, whether any other vendors sell the items separately and if the licensee could use the delivered item for its intended purpose without the receipt of the remaining deliverables. If multiple deliverables included in an arrangement are separable into different units of accounting, the Company allocates the arrangement consideration to those units of accounting. The amount of allocable arrangement consideration is limited to amounts that are fixed or determinable. Arrangement consideration is allocated at the inception of the arrangement to the identified units of accounting based on their relative selling price. Revenue is recognized for each unit of accounting when the appropriate revenue recognition criteria are met.

Future milestone payments, if any, under a license agreement will be recognized under the provisions of ASC 605-28, which the Company adopted on January 1, 2011. The Company has elected to recognize a payment that is contingent upon the achievement of a substantive milestone in its entirety in the period in which the milestone is achieved. A milestone is substantive if:

- It can only be achieved based in whole or in part on either the Company's performance or the occurrence of a specific outcome resulting from the Company's performance;
- There is substantive uncertainty at the date an arrangement is entered into that the event will be achieved; and
- It would result in additional payments being due to the entity.

The commercial milestone payments and royalty payments received under license agreements, if any, will be recognized as revenue when they are earned.

Sale of Intellectual Property to BioMarin

In January 2014, the Company entered into an asset purchase agreement (the "BioMarin Asset Purchase Agreement") with BioMarin Pharmaceutical Inc. ("BioMarin") to sell Repligen's histone deacetylase inhibitor (HDACi) portfolio. Pursuant to the terms of the BioMarin Asset Purchase Agreement, the Company received \$2 million from BioMarin as an upfront payment on January 30, 2014 and a \$125,675 payment on September 3, 2014 upon completion of the Technology Transfer. The Company is entitled to receive up to \$160 million in potential future milestone payments for the development, regulatory approval and commercial sale of portfolio compounds included in the agreement. These potential milestone payments are approximately 37% related to clinical development and 63% related to initial commercial sales in specific geographies. In addition, Repligen is eligible to receive royalties on sales of therapeutic products originating from the HDACi portfolio. The royalty rates are tiered and begin in the mid-single-digits for the first HDACi portfolio product and for the first non-HDACi portfolio product with lesser amounts for any backup products developed under the BioMarin Asset Purchase Agreement. Repligen's receipt of these royalties is subject to customary offsets and deductions. There are no refund provisions in this agreement. Any milestones earned upon specified clinical development or commercial sales events or future royalty payments, under the BioMarin Asset Purchase Agreement will be recognized as revenue when they are earned.

[Table of Contents](#)

Activities under this agreement were evaluated in accordance with ASC 605-25 to determine if they represented a multiple element revenue arrangement. The Company identified the following deliverables in the BioMarin Asset Purchase Agreement:

- The assignment by Repligen to BioMarin of the Repligen Technology (“Repligen Know-How” and “Repligen Patents”) and the Scripps Agreement (the “Transferred Assets”);
- The transfer of certain notebooks, data, documents, biological materials (if any) and other such documents in our possession that might be useful to further development of the program (the “Technology Transfer”).

Two criteria must be met in order for a deliverable to be considered a separate unit of accounting. The first criterion requires that the delivered item or items have value to the customer on a stand-alone basis. The second criterion, which relates to evaluating a general right of return, is not applicable because such a provision does not exist in the BioMarin Asset Purchase Agreement. The deliverables outlined above were deemed to have stand-alone value and to meet the criteria to be accounted for as separate units of accounting. Factors considered in this determination included, among other things, BioMarin’s right under the agreement to assign the Transferred Assets, whether any other vendors sell the items separately and if BioMarin could use the delivered item for its intended purpose without the receipt of the remaining deliverables. If multiple deliverables included in an arrangement are separable into different units of accounting, the multiple-element arrangements guidance addresses how to allocate the arrangement consideration to those units of accounting. The amount of allocable arrangement consideration is limited to amounts that are fixed or determinable. Arrangement consideration is allocated at the inception of the arrangement to the identified units of accounting based on their relative selling price.

The Company identified the arrangement consideration to allocate among the units of accounting as the \$2.0 million non-refundable up-front payment and the \$125,675 payment to be received upon completion of the Technology Transfer. The Company excluded the potential milestone payments provided for in the BioMarin Asset Purchase Agreement from the arrangement consideration as they were not considered fixed or determinable at the time the BioMarin Asset Purchase Agreement was signed. Because Repligen had not sold these items on a standalone basis previously, Repligen had no vendor-specific objective evidence of selling price. Furthermore, Repligen did not have detailed third-party evidence of selling price, and as a result we used our best estimate of selling price for each item. In determining these prices, Repligen considered what Repligen would be willing to sell the items for on a standalone basis, what the market would bear for such items and what another party might charge for these items.

The up-front arrangement consideration allocated to the Transferred Assets was recognized upon execution of the BioMarin Asset Purchase Agreement as the risks and rewards associated with the Transferred Assets transferred at that time. The Company used a discounted cash flow analysis to determine the value of the Transferred Assets. Key assumptions in the analysis included: the estimated market size for a compound targeted at Friedreich’s Ataxia, the estimated remaining costs of development and time to commercialization, and the probability of successfully developing and commercializing the program. Based on this analysis, the Company allocated \$2,115,000 to the value of the Transferred Assets. However, as the recognized revenue is limited to the non-contingent consideration received, the Company recognized \$2,000,000, the amount of the up-front payment, as revenue in the three months ended March 31, 2014.

In addition to the \$2.1 million up-front payment, the Company is also eligible to receive up to \$160 million in potential milestone payments from BioMarin comprised of:

- Up to \$60 million related to the achievement of specified clinical and regulatory milestone events; and
- Up to \$100 million related to the achievement of specified commercial sales events, specifically the first commercial sale in specific territories.

The Company evaluated the potential milestones in accordance with ASC 605-28, which allows an entity to make an accounting policy election to recognize a payment that is contingent upon the achievement of a substantive milestone in its entirety in the period in which the milestone is achieved. This evaluation included an assessment of the risks that must be overcome to achieve the respective milestone as well as whether the achievement of the milestone was due in part to our initial clinical work, the level of effort and investment required to achieve the respective milestone and whether the milestone consideration is reasonable relative to all deliverables and payment terms in the arrangement. There is considerable judgment involved in determining whether a milestone satisfies all of the criteria required to conclude that a milestone is substantive. Milestones that are not considered substantive are recognized as earned if there are no remaining performance obligations or over the remaining period of performance, assuming all other revenue recognition criteria are met.

The Company believes that the \$60 million of specified clinical and regulatory milestone payments are substantive. Therefore, any such milestones achieved will be recognized as revenue when earned.

Any milestones achieved upon specified commercial sales events or future royalty payments are considered contingent revenue under the BioMarin Asset Purchase Agreement, and will be recognized as revenue when they are earned as there are no undelivered elements remaining and no continuing performance obligations under the arrangement.

4. Accumulated Other Comprehensive Income

The following table summarizes the changes in accumulated other comprehensive income by component (in thousands):

(In thousands)	Unrealized gain (loss) on investments	Foreign currency translation gain (loss)	Total
Balance at December 31, 2015	\$ (11)	\$ (8,555)	\$ (8,566)
Other comprehensive income	15	(633)	(618)
Balance at June 30, 2016	<u>\$ 4</u>	<u>\$ (9,188)</u>	<u>\$ (9,184)</u>

5. Earnings Per Share

The Company reports earnings per share in accordance with Accounting Standards Codification Topic 260, "Earnings Per Share," which establishes standards for computing and presenting earnings per share. Basic earnings per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares and dilutive common share equivalents then outstanding. Potential common share equivalents consist of restricted stock awards and the incremental common shares issuable upon the exercise of stock options. Under the treasury stock method, unexercised "in-the-money" stock options and warrants are assumed to be exercised at the beginning of the period or at issuance, if later. The assumed proceeds are then used to purchase common shares at the average market price during the period. Share-based payment awards that entitle their holders to receive non-forfeitable dividends before vesting are considered participating securities and are considered in the calculation of basic and diluted earnings per share. There were no such participating securities outstanding during the three-month periods ended June 30, 2016 and 2015.

Basic and diluted weighted average shares outstanding were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Weighted average common shares	33,649,296	32,870,473	33,336,989	32,827,536
Dilutive common stock options	525,831	800,223	525,322	754,146
Weighted average common shares, assuming dilution	<u>34,175,127</u>	<u>33,670,696</u>	<u>33,862,311</u>	<u>33,581,682</u>

At June 30, 2016, there were outstanding options to purchase 1,315,739 shares of the Company's common stock at a weighted average exercise price of \$11.70 per share. For the three- and six-month periods ended June 30, 2016, 359,828 and 417,279 options to purchase shares of the Company's common stock, respectively, were excluded from the calculation of diluted earnings per share because the exercise prices of the stock options were greater than or equal to the average price of the common shares, and were therefore anti-dilutive. The Company has excluded the effects of its convertible senior notes issued in May 2016 on earnings per share, as it is the Company's intent to settle these notes in cash.

At June 30, 2015, there were outstanding options to purchase 1,265,486 shares of the Company's common stock at a weighted average exercise price of \$9.68 per share. For the three- and six-month periods ended June 30, 2015, 126,541 and 150,041 options to purchase shares of the Company's common stock, respectively, were excluded from the calculation of diluted earnings per share because the exercise prices of the stock options were greater than or equal to the average price of the common shares, and were therefore anti-dilutive.

6. Cash, Cash Equivalents and Marketable Securities

At June 30, 2016, the Company's investments included money market funds and short-term marketable securities. At December 31, 2015, the Company's investments included money market funds, short-term and long-term marketable securities. These marketable securities are classified as available-for-sale. Marketable securities are investments with original maturities of greater than 90 days. Long-term marketable securities are securities with maturities of greater than one year. The average remaining contractual maturity of marketable securities at June 30, 2016 is approximately 3.53 months.

[Table of Contents](#)

Management reviewed the Company's investments as of June 30, 2016 and December 31, 2015 and concluded that there are no securities with other than temporary impairments in the investment portfolio. The Company does not intend to sell any investments in an unrealized loss position, and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases.

Investments in marketable securities consisted of the following at June 30, 2016 (in thousands):

	June 30, 2016			Fair Value
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	
Marketable securities:				
U.S. Government and agency securities	\$ 3,927	\$ 2	\$ —	\$ 3,929
Corporate and other debt securities	5,250	2	—	5,252
Total	<u>\$ 9,177</u>	<u>\$ 4</u>	<u>\$ —</u>	<u>\$ 9,181</u>

There were no long-term marketable securities as of June 30, 2016.

At June 30, 2016, the Company's investments included three securities in unrealized loss positions with a total unrealized loss of less than \$1,000 and a total fair market value of approximately \$1,302,000. All investments with gross unrealized losses have been in unrealized loss positions for less than 12 months. The unrealized losses were caused primarily by current economic and market conditions. There was no change in the credit risk of the securities. There were no realized gains or losses on the investments for the six months ended June 30, 2016 or the six months ended June 30, 2015.

Investments in marketable securities consisted of the following at December 31, 2015 (in thousands):

	December 31, 2015			Fair Value
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	
Marketable securities:				
U.S. Government and agency securities	\$ 7,029	\$ —	\$ (6)	\$ 7,023
Corporate and other debt securities	10,659	7	(7)	10,659
	17,688	7	(13)	17,682
Long-term marketable securities:				
U.S. Government and agency securities	838	—	(2)	836
Corporate and other debt securities	800	—	(3)	797
	1,638	—	(5)	1,633
Total	<u>\$ 19,326</u>	<u>\$ 7</u>	<u>\$ (18)</u>	<u>\$ 19,315</u>

The contractual maturities of all money market funds and marketable securities are less than one year as of June 30, 2016.

7. Inventories

Inventories relate to the Company's bioprocessing business. The Company values inventory at cost or, if lower, market value, using the first-in, first-out method. The Company reviews its inventories at least quarterly and records a provision for excess and obsolete inventory based on its estimates of expected sales volume, production capacity and expiration dates of raw materials, work-in-process and finished products. Expected sales volumes are determined based on supply forecasts provided by key customers for the next 3 to 12 months. The Company writes down inventory that has become obsolete, inventory that has a cost basis in excess of its expected net realizable value, and inventory in excess of expected requirements to cost of product revenue. Manufacturing of bioprocessing finished goods is done to order and tested for quality specifications prior to shipment. Reserves for excess and obsolete inventory were approximately \$343,000 at June 30, 2016 and December 31, 2015.

A change in the estimated timing or amount of demand for the Company's products could result in additional provisions for excess inventory quantities on hand. Any significant unanticipated changes in demand or unexpected quality failures could have a significant impact on the value of inventory and reported operating results. During all periods presented in the accompanying financial statements, there have been no material adjustments related to a revised estimate of inventory valuations.

[Table of Contents](#)

Work-in-process and finished products inventories consist of material, labor, outside processing costs and manufacturing overhead. Inventories consist of the following (in thousands):

	June 30, 2016	December 31, 2015
Raw Materials	\$14,895	\$ 10,671
Work-in-process	2,091	1,586
Finished products	6,211	5,741
Total	<u>\$23,197</u>	<u>\$ 17,998</u>

8. Property, Plant and Equipment

Property, plant and equipment consist of the following (in thousands):

	June 30, 2016	December 31, 2015
Leasehold improvements	\$ 13,557	\$ 13,306
Equipment	14,682	13,758
Furniture and fixtures	3,080	2,808
Construction in progress	621	425
Total property, plant and equipment	<u>31,940</u>	<u>30,297</u>
Less: accumulated depreciation	<u>(18,233)</u>	<u>(16,496)</u>
Property, plant and equipment, net	<u>\$ 13,707</u>	<u>\$ 13,801</u>

Depreciation expense totaled approximately \$1,535,000 and \$1,494,000 for the six-month periods ended June 30, 2016 and 2015, respectively.

9. Intangible Assets

Intangible assets, except for the Refine Technology, LLC tradename and in-process research and development, are amortized over their useful lives using the straight-line method, as applicable, and the amortization expense is recorded within selling, general and administrative expense in the Company's statements of comprehensive income (loss). The Refine Technology, LLC tradename and in-process research and development are not amortized. The Company reviews its indefinite-lived intangible assets not subject to amortization to determine if adverse conditions exist or a change in circumstances exists that would indicate an impairment. Intangible assets and their related useful lives are reviewed at least annually to determine if any adverse conditions exist that would indicate the carrying value of these assets may not be recoverable. More frequent impairment assessments are conducted if certain conditions exist, including a change in the competitive landscape, any internal decisions to pursue new or different technology strategies, a loss of a significant customer, or a significant change in the marketplace, including changes in the prices paid for our products or changes in the size of the market for our products. An impairment results if the carrying value of the asset exceeds the estimated fair value of the asset. If the estimate of an intangible asset's remaining useful life is changed, the remaining carrying amount of the intangible asset is amortized prospectively over the revised remaining useful life. The Company continues to believe that its intangible assets are recoverable at June 30, 2016.

Intangible assets consisted of the following at June 30, 2016 (in thousands):

	Gross Carrying Amount	Accumulated Amortization	Weighted Average Useful Life (in years)
Technology – developed	\$ 5,413	\$ (1,208)	13
In process research and development	1,600	—	—
Patents	240	(192)	8
Customer relationships	16,959	(4,385)	11
Trademark	700	—	—
Other intangibles	67	(8)	2
Total intangible assets	<u>\$ 24,979</u>	<u>\$ (5,793)</u>	<u>12</u>

Intangible assets consisted of the following at December 31, 2015 (in thousands):

	Gross Carrying Amount	Accumulated Amortization	Weighted Average Useful Life (in years)
Technology – developed	\$ 3,295	\$ (782)	12
In process research and development	1,600	—	—
Patents	240	(177)	8
Customer relationships	11,805	(3,926)	9
Trademark	700	—	—
Total intangible assets	<u>\$ 17,640</u>	<u>\$ (4,885)</u>	10

Amortization expense for amortized intangible assets was approximately \$932,000 and \$801,000 for the six months ended June 30, 2016 and 2015, respectively. As of June 30, 2016, the Company expects to record amortization expense as follows (in thousands):

Years Ending	Amortization Expense
December 31, 2016 (six months remaining)	\$ 1,120
December 31, 2017	2,241
December 31, 2018	2,052
December 31, 2019	2,028
December 31, 2020	1,683

10. Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	June 30, 2016	December 31, 2015
Employee compensation	\$ 3,800	\$ 4,680
Accrued interest payable	251	—
Accrued purchases	718	604
Taxes	457	166
Current portion of contingent consideration	5,878	4,480
Professional fees	441	269
Unearned revenue	202	258
Other accrued expenses	1,915	1,600
Total	<u>\$ 13,662</u>	<u>\$ 12,057</u>

11. Long Term Debt

The carrying value of the Company's convertible senior notes is as follows (in thousands):

	June 30, 2016	December 31, 2015
2.125% Convertible Senior Notes due 2021:		
Principal amount	\$ 115,000	\$ —
Unamortized debt discount	(18,387)	—
Unamortized debt issuance costs	(3,233)	—
Total convertible senior notes	<u>\$ 93,380</u>	<u>\$ —</u>

On May 24, 2016, the Company issued \$115 million aggregate principal amount of its 2.125% Convertible Senior Notes due 2021 (the "Notes"). The net proceeds from the sale of the Notes, after deducting the underwriting discounts and commissions and other related offering expenses, were approximately \$111.3 million. The Notes bear interest at the rate of 2.125% per annum, payable semiannually in arrears on June 1 and December 1 of each year, beginning on December 1, 2016.

[Table of Contents](#)

The Notes will mature on June 1, 2021, unless earlier repurchased, redeemed or converted in accordance with their terms. Prior to March 1, 2021, the Notes will be convertible at the option of holders of the Notes only upon satisfaction of certain conditions and during certain periods, and thereafter, the notes will be convertible at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Upon conversion, holders of the Notes will receive shares of the Company's common stock, cash or a combination thereof, at the Company's election. It is the Company's current intent and policy to settle all conversions through combination settlement, which involves satisfying the principal amount outstanding with cash and any note conversion value over the principal amount in shares of the Company's common stock.

The conversion rate for the Notes will initially be 31.1813 shares of the Company's common stock per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately \$32.07 per common share, and is subject to adjustment under the terms of the Notes. Holders of the Notes may require the Company to repurchase their Notes upon the occurrence of a fundamental change prior to maturity for cash at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

The Company will not have the right to redeem the Notes prior to June 5, 2019, but may redeem the Notes, at its option, in whole or in part, on any business day on or after June 5, 2019 and prior to the maturity date if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides written notice of redemption. The redemption price will be equal to 100% of the principal amount of the principal amount of Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date.

The Notes contain customary terms and events of default. If an event of default (other than certain events of bankruptcy, insolvency or reorganization involving the Company) occurs and is continuing, the holders of at least 25% in aggregate principal amount of the outstanding Notes may declare 100% of the principal of, and any accrued and unpaid interest on, all of the Notes to be due and payable. Upon the occurrence of certain events of bankruptcy, insolvency or reorganization involving the Company, 100% of the principal of and accrued and unpaid interest, if any, on all of the Notes will become due and payable automatically. Notwithstanding the foregoing, the Notes provide that, to the extent the Company elects and for up to 270 days, the sole remedy for an event of default relating to certain failures by the Company to comply with certain reporting covenants consist exclusively of the right to receive additional interest on the Notes. The Company is not aware of any events of default, current events or market conditions that would allow holders to call or convert the Notes as of June 30, 2016.

The cash conversion feature of the Notes required bifurcation from the Notes and was initially accounted for as an equity instrument classified to stockholders' equity, as the conversion feature was determined to be clearly and closely related to the Company's stock. Based on market data available for publicly traded, senior, unsecured corporate bonds issued by companies in the same industry and asset base and with similar maturity, the Company estimated the implied interest rate, assuming no conversion option. Assumptions used in the estimate represent what market participants would use in pricing the liability component, including market interest rates, credit standing, and yield curves, all of which are defined as Level 2 observable inputs. The estimated implied interest rate was applied to the Notes, which resulted in a fair value of the liability component of \$96,289,000 upon issuance, calculated as the present value of implied future payments based on the \$115 million aggregate principal amount. The equity component of the Notes was recognized as a debt discount, recorded in additional paid-in capital, and represents the difference between the aggregate principal of the Notes and the fair value of the Notes without conversion option on their issuance date. The debt discount is amortized to interest expense using the effective interest method over five years, or the life of the Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

Interest expense recognized on the Notes during the three month period ended June 30, 2016 includes \$251,000, \$324,000 and \$57,000 for the contractual coupon interest, the accretion of the debt discount and the amortization of the debt issuance costs, respectively. The effective interest rate on the Notes is 6.6%, which includes the interest on the Notes, amortization of the debt discount and debt issuance costs. As of June 30, 2016, the carrying value of the Notes was approximately \$93.4 million and the fair value of the principal was approximately \$124.3 million.

12. Stock-Based Compensation

For the three months ended June 30, 2016 and 2015, the Company recorded stock-based compensation expense of approximately \$1,137,000 and \$985,000, respectively, for share-based awards granted under the Second Amended and Restated 2001 Repligen Corporation Stock Plan (the "2001 Plan") and the Repligen Corporation Amended and Restated 2012 Stock Option and Incentive Plan (the "2012 Plan," and collectively with the 2001 Plan and the 1992 Repligen Corporation Stock Option Plan, the "Plans"). The Company recorded stock-based compensation expense of approximately \$2,059,000 and \$1,687,000 for the six-month periods ended June 30, 2016 and 2015, respectively, for share-based awards granted under the Plans.

The following table presents stock-based compensation expense included in the Company's consolidated statements of comprehensive income (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Cost of product revenue	\$ 84	\$ 63	\$ 144	\$ 106
Research and development	105	90	185	159
Selling, general and administrative	948	832	1,730	1,422
Total	<u>\$ 1,137</u>	<u>\$ 985</u>	<u>\$2,059</u>	<u>\$1,687</u>

[Table of Contents](#)

The 2012 Plan allows for the granting of incentive and nonqualified options to purchase shares of common stock, restricted stock and other equity awards. Incentive options granted to employees under the Plans generally vest over a three to five-year period, with 20%-33% vesting on the first anniversary of the date of grant and the remainder vesting in equal yearly installments thereafter. Nonqualified options issued to non-employee directors under the Plans generally vest over one year. Options granted under the Plans have a maximum term of ten years from the date of grant and generally, the exercise price of the stock options equals the fair market value of the Company's common stock on the date of grant. At June 30, 2016, options to purchase 1,315,739 shares were outstanding under the Plans. At June 30, 2016, 1,976,534 shares were available for future grant under the 2012 Plan.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock option awards on the grant date, and the Company uses the value of the common stock as of the grant date to value restricted stock units. The Company measures stock-based compensation cost at the grant date based on the estimated fair value of the award, and recognizes awards with service based vesting as expense over the employee's requisite service period on a straight-line basis. The Company records the expense for share-based awards subject to performance-based milestone vesting over the remaining service period when management determines that achievement of the milestone is probable. Management evaluates whether the achievement of a performance-based milestone is probable as of the reporting date. The Company has no awards that are performance-based or subject to market conditions. The Company recognizes stock-based compensation expense for options that are ultimately expected to vest, and accordingly, such compensation expense has been adjusted for estimated forfeitures.

Information regarding option activity for the six months ended June 30, 2016 under the Plans is summarized below:

	Options Outstanding	Weighted- Average Exercise Price Per Share	Weighted- Average Remaining Contractual Term (in years)	(in thousands) Aggregate Intrinsic Value
Options outstanding at January 1, 2016	1,240,935	\$ 10.44		
Granted	331,203	12.40		
Exercised	(170,919)	5.89		
Forfeited/Cancelled	(85,480)	7.69		
Options outstanding at June 30, 2016	<u>1,315,739</u>	\$ 11.70	7.33	\$ 21,147
Options exercisable at June 30, 2016	<u>514,898</u>	\$ 9.49	5.17	\$ 9,402
Vested and expected to vest at June 30, 2016 (1)	<u>1,223,223</u>	<u>\$ 11.88</u>	<u>7.26</u>	<u>\$ 19,473</u>

- (1) This represents the number of vested options as of June 30, 2016 plus the number of unvested options expected to vest as of June 30, 2016 based on the unvested outstanding options at June 30, 2016 adjusted for estimated forfeiture rates of 8% for awards granted to non-executive level employees and 3% for awards granted to executive level employees.

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the closing price of the common stock on June 30, 2016 of \$27.36 and the exercise price of each in-the-money option) that would have been received by the option holders had all option holders exercised their options on June 30, 2016.

The weighted average grant date fair value of options granted during the six months ended June 30, 2016 and 2015 was \$20.11 and \$21.83, respectively. The total fair value of stock options that vested during the six months ended June 30, 2016 and 2015 was approximately \$2,396,000 and \$1,522,000, respectively.

As of June 30, 2016, there was approximately \$9,613,000 of total unrecognized compensation cost related to unvested share-based awards. This cost is expected to be recognized over a weighted average remaining requisite service period of 2.91 years. The Company expects 708,325 unvested options to vest over the next five years.

13. Income Taxes

The Company's effective tax rate for the three and six months ended June 30, 2016 was 27.9% and 30.5%, respectively, compared to 17.0% and 23.5%, respectively, for the corresponding periods in the prior year. For the current three and six month periods, the effective tax rate was lower than the U.S. statutory tax rate of 34% primarily due to increased foreign profits at lower tax rates, offset by unbenefited domestic losses. For the three and six months ended June 30, 2015, the effective tax rate differed from the U.S. statutory rate of 34% primarily due to the lower statutory tax rate in Sweden and a reserve reversal attributable to a correction of an income tax audit accrual.

[Table of Contents](#)

As of December 31, 2015, the Company has U.S. net operating loss carryforwards of approximately \$46,984,000 and U.S. business tax credit carryforwards of approximately \$1,920,000 available to reduce future federal income taxes, if any. The net operating loss and business tax credits carryforwards will continue to expire at various dates through December 2035. Net operating loss carryforwards and available tax credits are subject to review and possible adjustment by the Internal Revenue Service and may be limited in the event of certain changes in the ownership interest of significant stockholders.

As of December 31, 2015, the Company concluded that realization of deferred tax assets in the United States beyond December 31, 2015 is not more likely than not, and as such, the Company maintained a valuation allowance against the majority of its remaining deferred tax assets. As of June 30, 2016, the Company concluded that realization of deferred tax assets beyond June 30, 2016 is not more likely than not, and as such, the Company maintained a valuation allowance against the majority of its remaining U.S. deferred tax assets.

As a result of the Company's acquisition of Atoll GmbH on April 1, 2016, the Company acquired intangible assets of approximately €6,640,000. Because the amortization of these intangible assets is not deductible under German tax law, the Company recorded deferred tax liabilities of approximately €1,972,000 (approximately \$2,190,000) as of June 30, 2016. Additionally, the Company was able to retain net operating losses of approximately €2,669,000. Accordingly, the Company recorded deferred tax assets of approximately €793,000 (approximately \$880,000) as of June 30, 2016.

The fiscal years ended December 31, 2012, 2013, 2014 and 2015 are subject to examination by U.S. federal, state and Sweden taxing authorities.

14. Fair Value Measurement

In determining the fair value of its assets and liabilities, the Company uses various valuation approaches. The Company employs a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the inputs that market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances. The fair value hierarchy is broken down into three levels based on the source of inputs as follows:

- Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access
- Level 2 – Valuations based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active and models for which all significant inputs are observable, either directly or indirectly
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement

The availability of observable inputs can vary among the various types of financial assets and liabilities. To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for financial statement disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is categorized is based on the lowest level input that is significant to the overall fair value measurement.

The Company's fixed income investments are comprised of obligations of U.S. government agencies and corporate marketable securities. These investments have been initially valued at the transaction price and subsequently valued, at the end of each reporting period, utilizing third party pricing services or other market observable data. The pricing services utilize industry standard valuation models, including both income and market based approaches and observable market inputs to determine value. These observable market inputs include reportable trades, benchmark yields, credit spreads, broker/dealer quotes, bids, offers, current spot rates and other industry and economic events. At least annually, the Company validates the prices provided by third party pricing services by reviewing their pricing methods and matrices, obtaining market values from other pricing sources, analyzing pricing data in certain instances and confirming that the relevant markets are active. The Company did not adjust or override any fair value measurements provided by the pricing services as of June 30, 2016.

[Table of Contents](#)

The following fair value hierarchy table presents information about each major category of the Company's assets measured at fair value on a recurring basis as of June 30, 2016 (in thousands):

	Fair value measurement at reporting date using:			Total
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Assets:				
Money market funds	\$ 131,939	\$ —	\$ —	\$ 131,939
U.S. Government and agency securities	3,629	300	—	3,929
Corporate and other debt securities	—	5,252	—	5,252
Total	\$ 135,568	\$ 5,552	\$ —	\$ 141,120
Liabilities:				
Contingent consideration – short-term	\$ —	\$ —	\$ 5,878	\$ 5,878
Convertible senior notes	—	124,295	—	124,295
Total	\$ —	\$ 124,295	\$ 5,878	\$ 130,173

The Company has no other assets or liabilities for which fair value measurement is either required or has been elected to be applied. The liabilities for contingent consideration are recorded in connection with the BioFlash Partners, LLC ("BioFlash"), Refine Technology, LLC ("Refine") and Atoll business combinations. The contingent consideration related to BioFlash is valued using management's estimates of royalties to be paid to the former shareholders of BioFlash based on sales of the acquired assets. The contingent consideration related to Refine is valued using management's estimates of expected future milestone payments based on forecasted sales and a portion of any receipts that might be received in connection with the resolution, withdrawal or settlement of certain patent disputes with a third party to be paid to Refine. The contingent consideration related to Atoll is valued using management's estimates of expected future milestone payments based on forecasted sales. These valuations are Level 3 valuations, as the primary inputs are unobservable.

Changes in the fair value of contingent consideration in the six-month period ended June 30, 2016 are primarily attributable to an increase to the expected 2016 Refine milestone payment of \$2,629,000, a \$4,350,000 milestone payment to Refine and a \$130,000 minimum royalty payment made to BioFlash, which were previously accrued. Additionally, the Company recorded contingent consideration of €836,000 (approximately \$928,000) related to the Atoll acquisition.

The following table provides a rollforward of the fair value of contingent consideration (in thousands):

Balance at December 31, 2015	\$ 6,788
Additions	928
Payments	(4,480)
Changes in fair value	2,642
Balance at June 30, 2016	<u>\$ 5,878</u>

The following tables provide quantitative information associated with the fair value measurement of the Company's contingent consideration related to Refine using Level 3 inputs (in thousands):

	Contingent Consideration Refine
Fair value as of June 30, 2016	\$4,648
Valuation technique	Probability-adjusted discounted cash flow
Remaining period in which milestones can be achieved	2016

	Fixed Earn-out	Maximum Variable Earn-out	Accrued Balance
2016	4,250	1,300	4,648

The significant unobservable inputs used in the fair value measurement of Refine's contingent consideration are the probabilities of successful achievement of 2016 sales milestones. During the first six months of 2016, the estimated fair value of the 2016 contingent payment was increased by \$2,629,000 to \$4,648,000 based on revised sales forecasts. Increases or decreases in the Company's projected sales during 2016 may result in a significantly higher or lower fair value measurement, respectively, and could result in a reversal of the current accrual.

Table of Contents

The following tables provide quantitative information associated with the fair value measurement of the Company's contingent consideration related to Atoll using Level 3 inputs (in thousands):

	Contingent Consideration
	Atoll
Fair value as of June 30, 2016	\$928
Valuation technique	Probability-weighted expected return method.
Remaining period in which milestones can be achieved	2016

The significant unobservable inputs used in the fair value measurement of Atoll's contingent consideration are the probabilities of successful achievement of 2016 sales milestones. The initial valuation of contingent consideration upon the acquisition of Atoll in April 2016 resulted in a fair value of €836,000 (approximately \$928,000). Increases or decreases in the Company's projected sales during 2016 may result in a significantly higher or lower fair value measurement, respectively, and could result in a reversal of the current accrual.

In May 2016, the Company issued \$115 million aggregate principal amount of 2.125% convertible senior notes due June 1, 2021 (the "Notes"). Interest is payable semi-annually in arrears on June 1 and December 1 of each year, beginning on December 1, 2016. As of June 30, 2016, the carrying value of the Notes was \$93.3 million, net of unamortized discount, and the fair value of the Notes was approximately \$124.3 million. The Notes are discussed in more detail in Note 11, "Long Term Debt."

There were no remeasurements to fair value during the three months ended June 30, 2016 of financial assets and liabilities that are not measured at fair value on a recurring basis.

15. Commitments and Contingencies

Future minimum rental commitments under the Company's leases as of June 30, 2016 are as follows (in thousands):

	Minimum Rental Commitments
2016	\$ 2,031
2017	1,434
2018	1,434
2019	1,387
2020	1,371
Thereafter	2,700

16. Segment Reporting

The Company views its operations, makes decisions regarding how to allocate resources and manages its business as one operating segment. As a result, the financial information disclosed herein represents all of the material financial information related to the Company's principal operating segment.

The following table represents the Company's total revenue by geographic area (based on the location of the customer):

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
United States	45%	21%	37%	25%
Sweden	29%	51%	31%	44%
United Kingdom	6%	17%	10%	18%
Other	20%	11%	22%	13%
Total	100%	100%	100%	100%

Revenue from significant customers as a percentage of the Company's total revenue is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
GE Healthcare	28%	51%	31%	44%
MilliporeSigma	30%	25%	30%	31%

Significant accounts receivable balances as a percentage of the Company's total trade accounts receivable are as follows:

	June 30, 2016	December 31, 2015
GE Healthcare	49%	13%
MilliporeSigma	13%	32%
Bioprocessing Customer C	3%	21%

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Repligen is a bioprocessing company that develops, manufactures and markets innovative products and solutions used to manufacture biologic drugs. Biologics, or principally monoclonal antibodies, recombinant proteins, and vaccines, are manufactured through a complex process involving the use of live cells to produce the drug, followed by multiple separation and purification processes. Our products are used in this process to enhance end product yields for the manufacturer while lowering costs and reducing risks through increased process efficiencies.

For over twenty-five years, we have been a global market leader in native and recombinant forms of Protein A, a critical reagent used in the downstream purification of therapeutic monoclonal antibodies, or mAbs, one of the largest and fastest-growing class of biologic drugs on the market. Our Protein A ligands are a critical component of Protein A resins currently used in the commercial production of over 50 mAbs, and in clinical stage production of over 300 investigational mAbs. In upstream bioprocessing, where a biologic drug product is grown in bioreactors, we supply several growth factor products used to supplement cell culture media and enhance cell productivity. Our XCell™ ATF filtration systems are also used upstream to increase cell retention and accelerate cell productivity, resulting in significantly higher product yield from a bioreactor. In downstream bioprocessing, where the biologic drug product is separated and purified, we developed and market our innovative OPUS® line of chromatography columns for use in bench-scale through clinical production-scale purification. We deliver OPUS pre-packed with chromatography resins of our customers' choice, and customized to their size requirements. In the industry, OPUS is one of the leading "single-use" technologies that are being adopted for their convenience, flexibility and reliability as biomanufacturers seek ways to increase productivity while reducing facility size and cost.

We generally manufacture and sell Protein A ligands through long-term supply agreements, and we sell our XCell ATF and OPUS lines direct to end users (biopharmaceutical developers and contract manufacturing organizations) worldwide. Our growth factor products are sold through a distribution agreement with MilliporeSigma under which we co-promote LONG®R3 IGF-1 and other growth factors in our portfolio. We refer to these activities as our bioprocessing business. Our manufacturing facilities are located in the United States, Sweden and Germany.

Through strategic acquisitions and internal product development, we have expanded our portfolio of products that we sell direct to end users. This expansion includes our acquisition of the Alternating Tangential Flow ("ATF") System (now XCell™ ATF) which we acquired under an asset purchase agreement with Refine Technology LLC, or Refine, on June 2, 2014. This acquisition strengthened our upstream product portfolio and complements our growth factor portfolio. Additionally, on April 1, 2016, we acquired Atoll GmbH ("Atoll"), an innovator and manufacturer of pre-packed chromatography columns used in process development and clinical manufacturing of biologic drugs, from UV-Cap GmbH & Co. KG. This acquisition strengthens and complements our growing OPUS product line, and provides an important customer-facing center in Central Europe.

Historically, Repligen also conducted activities aimed at developing proprietary therapeutic drug candidates, often with a potential of entering into a collaboration with a larger commercial stage pharmaceutical or biotechnology company in respect of these programs. As part of our strategic decision in 2012 to focus our efforts on our core bioprocessing business, we discontinued our clinical development programs, and outlicensed those programs to biopharmaceutical companies including Pfizer, Inc. and BioMarin, under agreements that allow us to share in the potential commercialization of the subject compounds.

Critical Accounting Policies and Estimates

A "critical accounting policy" is one which is both important to the portrayal of the Company's financial condition and results and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. For additional information, please see the discussion of our critical accounting policies in Management's Discussion and Analysis and our significant accounting policies in Note 2 to the Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Results of Operations

Three months ended June 30, 2016 vs. June 30, 2015

Revenues

Sales of bioprocessing products for the three months ended June 30, 2016 and 2015 were \$29,170,000 and \$21,457,000, respectively, representing an increase of \$7,713,000, or 36%. This increase was primarily due to increases in orders for our chromatography columns and ATF products from our key bioprocessing customers. Sales of our bioprocessing products are impacted by the timing of

[Table of Contents](#)

orders, development efforts at our customers or end-users and regulatory approvals for biologics that incorporate our products, which may result in significant quarterly fluctuations. Such quarterly fluctuations are expected, but they may not be predictive of future revenue or otherwise indicate a trend.

Costs and operating expenses

Total costs and operating expenses for the three-month periods ended June 30, 2016 and 2015 were comprised of the following:

	Three months ended		
	June 30,		% Change
	2016	2015	2016 vs. 2015
	(in thousands, except percentages)		
Cost of product revenue	\$12,644	\$ 8,586	47%
Research and development	1,890	1,252	51%
Selling, general and administrative	8,140	6,242	30%
Contingent consideration – fair value adjustments	637	768	(17%)
Total costs and operating expenses	\$23,311	\$16,848	38%

Cost of product revenue was approximately \$12,644,000 and \$8,586,000 for the three-month periods ended June 30, 2016 and 2015, respectively, an increase of \$4,058,000 or 47%. This increase is primarily due to the increased product revenue noted above. Gross margins may fluctuate over the remainder of 2016 based on expected production volume and shipments, and product mix.

Research and development expenses were approximately \$1,890,000 and \$1,252,000 for the three-month periods ended June 30, 2016 and 2015, respectively, an increase of \$638,000 or 51%. This increase is primarily related to the timing and scale of our bioprocessing product development projects. Expenses generally include personnel costs, external development costs, supplies and other expenses related to our new products in development.

Selling, general and administrative expenses were approximately \$8,140,000 and \$6,242,000 for the three-month periods ended June 30, 2016 and 2015, respectively, an increase of \$1,898,000 or 30%. This increase is primarily due to the continued buildout of our administrative infrastructure to support future growth, the expansion of our customer-facing activities to drive sales of our bioprocessing products and costs incurred related to the acquisition of Atoll on April 1, 2016.

Contingent consideration fair value adjustments were approximately \$637,000 and \$768,000 for the three-month periods ended June 30, 2016 and 2015, respectively, a decrease of \$131,000 or 17%. Fair value adjustments for contingent consideration are based on changes in the probabilities of achieving milestones and the related payments.

Investment income

Investment income includes income earned on invested cash balances. Investment income was approximately \$76,000 and \$19,000 for the three-month periods ended June 30, 2016 and 2015, respectively. This increase of \$57,000, or 300%, is primarily attributable to higher average invested cash balances related to the receipt of proceeds from our issuance of convertible senior notes in May 2016.

Interest expense

Interest expense was approximately \$638,000 and \$8,000 for the three-month periods ended June 30, 2016 and 2015, respectively. This increase of \$630,000 is attributable to interest expense related to the issuance of convertible senior notes in May 2016.

Other income (expense)

Other income was approximately \$75,000 and other expense was approximately (\$269,000) for the three-month periods ended June 30, 2016 and 2015, respectively, and was primarily attributable to foreign currency gains and losses.

Provision for income taxes

For the three months ended June 30, 2016, we had income before taxes of approximately \$5,372,000 and recorded a tax provision of approximately \$1,500,000 for an effective tax rate of approximately 28%. The effective income tax rate is based upon the estimated income for the year and the composition of the income in different jurisdictions. The effective tax rate differs from the U.S. statutory tax rate primarily due to lower statutory tax rates in foreign jurisdictions.

Six months ended June 30, 2016 vs. June 30, 2015

Revenues

Sales of bioprocessing products for the six-month periods ended June 30, 2016 and 2015 were \$54,265,000 and \$42,274,000, respectively, an increase of \$11,991,000 or 28%. This increase was primarily due to increases in orders for our chromatography columns and ATF products from our key bioprocessing customers. Sales of our bioprocessing products are impacted by the timing of orders, development efforts at our customers or end-users and regulatory approvals for biologics that incorporate our products, which may result in significant quarterly fluctuations. Such quarterly fluctuations are expected, but they may not be predictive of future revenue or otherwise indicate a trend.

Costs and operating expenses

Total costs and operating expenses for the six-month periods ended June 30, 2016 and 2015 were comprised of the following:

	Six months ended June 30,		% Change
	2016	2015	2016 vs. 2015
	(in thousands, except percentages)		
Cost of product revenue	\$23,713	\$16,659	42%
Research and development	3,430	2,819	22%
Selling, general and administrative	15,159	12,267	24%
Contingent consideration – fair value adjustments	2,642	1,881	40%
Total costs and operating expenses	\$44,944	\$33,626	34%

Cost of product revenue was approximately \$23,713,000 and \$16,659,000 for the six-month periods ended June 30, 2016 and 2015, respectively, an increase of \$7,054,000 or 42%. This increase is primarily due to the increased product revenue noted above. Gross margins may fluctuate over the remainder of 2016 based on expected production volume and shipments, and product mix.

Research and development expenses were approximately \$3,430,000 and \$2,819,000 for the six-month periods ended June 30, 2016 and 2015, respectively, an increase of \$611,000 or 22%. This increase is primarily related to the timing and scale of our bioprocessing product development projects. Expenses generally include personnel costs, external development costs, supplies and other expenses related to our new products in development.

Selling, general and administrative expenses were approximately \$15,159,000 and \$12,267,000 for the six-month periods ended June 30, 2016 and 2015, respectively, an increase of \$2,892,000 or 24%. This increase is primarily due to the continued buildout of our administrative infrastructure to support future growth, the expansion of our customer-facing activities to drive sales of our bioprocessing products and costs incurred related to the acquisition of Atoll on April 1, 2016.

Contingent consideration fair value adjustments were approximately \$2,642,000 and \$1,881,000 for the six-month periods ended June 30, 2016 and 2015, respectively, an increase of \$761,000 or 40%. Fair value adjustments for contingent consideration are based on changes in the probabilities of achieving milestones and the related payments.

Investment income

Investment income includes income earned on invested cash balances. Investment income was approximately \$137,000 and \$56,000 for the six-month periods ended June 30, 2016 and 2015, respectively. This increase of \$81,000, or 145%, is primarily attributable to higher average invested cash balances related to the receipt of proceeds from our issuance of convertible senior notes in May 2016.

Interest expense

Interest expense was approximately \$643,000 and \$17,000 for the six-month periods ended June 30, 2016 and 2015, respectively. This increase of \$626,000 is attributable to interest expense related to the issuance of convertible senior notes in May 2016.

Other income (expense)

Other expense was approximately (\$904,000) and (\$137,000) for the six-month periods ended June 30, 2016 and 2015, respectively, and was primarily attributable to foreign currency gains and losses related to amounts due from non-Swedish kronor-based customers and cash balances denominated in U.S. dollars and British pounds held by our Sweden operations.

Provision for income taxes

For the six months ended June 30, 2016, we had income before taxes of approximately \$7,911,000 and recorded a tax provision of approximately \$2,415,000 for an effective tax rate of approximately 31%. The effective income tax rate is based upon the estimated income for the year and the composition of the income in different jurisdictions. The effective tax rate differs from the U.S. statutory tax rate primarily due to lower statutory tax rates in foreign jurisdictions and the tax treatment of contingent consideration expense recorded in the first half of 2016.

Non-GAAP Financial Measures

We provide non-GAAP adjusted income from operations, non-GAAP adjusted net income and adjusted EBITDA as supplemental measures to GAAP measures regarding our operating performance. These financial measures exclude the impact of certain acquisition related items and, therefore, have not been calculated in accordance with GAAP. A detailed explanation and a reconciliation of each non-GAAP financial measures to its most comparable GAAP financial measures are described below.

We include this financial information because we believe these measures provide a more accurate comparison of our financial results between periods and more accurately reflect how management reviews its financial results. We excluded the impact of certain acquisition related items because we believe that the resulting charges do not accurately reflect the performance of our ongoing operations for the period in which such charges are incurred.

Non-GAAP Adjusted Income from Operations

Non-GAAP adjusted income from operations is measured by taking income from operations as reported in accordance with GAAP and excluding acquisition costs and contingent consideration expenses booked through our consolidated statements of comprehensive income. The following is a reconciliation of income from operations in accordance with GAAP to non-GAAP adjusted income from operations for the three- and six-month periods ended June 30, 2016 and 2015 (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
GAAP income from operations	\$ 5,859	\$ 4,609	\$ 9,321	\$ 8,648
Non-GAAP adjustments to net income:				
Acquisition costs	725	—	1,118	—
Contingent consideration – fair value adjustments	637	769	2,642	1,881
Non-GAAP adjusted income from operations	<u>\$ 7,221</u>	<u>\$ 5,378</u>	<u>\$ 13,081</u>	<u>\$ 10,529</u>

Non-GAAP Adjusted Net Income

Non-GAAP adjusted net income is measured by taking net income as reported in accordance with GAAP and excluding acquisition costs, contingent consideration expenses and non-cash interest expense booked through our consolidated statements of comprehensive income. The following is a reconciliation of net income in accordance with GAAP to non-GAAP adjusted net income for the three-month periods ended June 30, 2016 and 2015:

	Three Months Ended June 30,			
	2016		2015	
	(in thousands) Amount	Fully Diluted Earnings per Share	(in thousands) Amount	Fully Diluted Earnings per Share
GAAP net income	\$ 3,872	\$ 0.11	\$ 3,612	\$ 0.11
Non-GAAP adjustments to net income:				
Acquisition costs	725	0.02	—	—
Contingent consideration – fair value adjustments	637	0.02	769	0.02
Non-cash interest expense	382	0.01	—	—
Non-GAAP adjusted net income	<u>\$ 5,616</u>	<u>\$ 0.16</u>	<u>\$ 4,381</u>	<u>\$ 0.13</u>

[Table of Contents](#)

The following is a reconciliation of net income in accordance with GAAP to non-GAAP adjusted net income for the six-month periods ended June 30, 2016 and 2015:

	Six Months Ended June 30,			
	2016		2015	
	(in thousands) Amount	Fully Diluted Earnings per Share	(in thousands) Amount	Fully Diluted Earnings per Share
GAAP net income	\$ 5,496	\$ 0.16	\$ 6,542	\$ 0.19
Non-GAAP adjustments to net income:				
Acquisition costs	1,118	0.03	—	—
Contingent consideration – fair value adjustments	2,642	0.08	1,881	0.06
Non-cash interest expense	382	0.01	—	—
Non-GAAP adjusted net income	<u>\$ 9,638</u>	<u>\$ 0.28</u>	<u>\$ 8,423</u>	<u>\$ 0.25</u>

Adjusted EBITDA

Adjusted EBITDA is measured by taking net income as reported in accordance with GAAP, excluding investment income, interest expense, taxes, depreciation and amortization, and excluding acquisition costs and contingent consideration expenses booked through our consolidated statements of comprehensive income. The following is a reconciliation of net income in accordance with GAAP to adjusted EBITDA for the three- and six-month periods ended June 30, 2016 and 2015 (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
GAAP net income	\$ 3,872	\$ 3,612	\$ 5,496	\$ 6,542
Non-GAAP EBITDA adjustments to net income:				
Investment income	(76)	(19)	(137)	(56)
Interest expense	638	8	643	17
Tax provision	1,500	739	2,415	2,008
Depreciation	785	745	1,536	1,494
Amortization	533	400	932	801
EBITDA	7,252	5,485	10,885	10,806
Other non-GAAP adjustments:				
Acquisition costs	725	—	1,118	—
Contingent consideration – fair value adjustments	637	769	2,642	1,881
Adjusted EBITDA	<u>\$ 8,614</u>	<u>\$ 6,254</u>	<u>\$ 14,645</u>	<u>\$ 12,687</u>

Liquidity and capital resources

We have financed our operations primarily through revenues derived from product sales, and research grants, proceeds and royalties from license arrangements, a litigation settlement, sales of equity securities and issuance of debt. Our revenue for the foreseeable future will primarily be limited to our bioprocessing product revenue.

At June 30, 2016, we had cash and marketable securities of \$181,803,000 compared to \$73,407,000 at December 31, 2015. A deposit for leased office space of \$450,000 is classified as restricted cash and is not included in cash and marketable securities totals as of June 30, 2016 and December 31, 2015.

On April 1, 2016, pursuant to the terms of a Share Purchase Agreement dated as of March 31, 2016, Repligen Sweden AB, our wholly-owned subsidiary, acquired Atoll from UV-Cap GmbH & Co. KG (the “Seller”). Under the terms of the Share Purchase Agreement, Repligen Sweden paid to the Seller in consideration for all of the equity interests in Atoll a purchase price of €7.8 million (\$8.8 million) in cash (net of cash received) and 538,700 shares of our common stock. The Share Purchase Agreement includes a future contingent payment by Repligen Sweden to the Seller consisting of €1.0 million (\$1.1 million) in cash if Atoll’s revenue increases by a specified amount from calendar year 2015 to calendar year 2016.

[Table of Contents](#)

On May 24, 2016, we received net proceeds of \$111.3 million from the issuance of our 2.125% Convertible Senior Notes due 2021 (the “Notes”). The Notes bear interest at the rate of 2.125% per annum, payable semiannually in arrears on June 1 and December 1 of each year, beginning on December 1, 2016.

The Notes will mature on June 1, 2021, unless earlier repurchased, redeemed or converted in accordance with their terms. Prior to March 1, 2021, the Notes will be convertible at the option of holders of the Notes only upon satisfaction of certain conditions and during certain periods, and thereafter, the Notes will be convertible at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Upon conversion, holders of the Notes will receive shares of the Company’s common stock, cash or a combination thereof, at the Company’s election.

The Company will not have the right to redeem the Notes prior to June 5, 2019, but may redeem the Notes, at its option, in whole or in part, on any business day on or after June 5, 2019 and prior to the maturity date if the last reported sale price of the Company’s common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides written notice of redemption. The redemption price will be equal to 100% of the principal amount of the principal amount of Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date.

Operating activities

For the six-month period ended June 30, 2016, our operating activities provided cash of \$6,753,000 reflecting net income of \$5,496,000 and non-cash charges totaling \$7,766,000 including depreciation, amortization, non-cash interest expense, stock-based compensation charges, deferred tax expenses and the revaluation of contingent consideration. A decrease in accounts receivable provided \$892,000 of cash, and was primarily due to the timing of cash receipts from customers. An increase in inventories consumed \$5,093,000 of cash to support future revenues. Payments of accrued liabilities consumed \$3,239,000 of cash, and was mainly due to the payment of contingent consideration to Refine related to 2015 sales milestones.

For the six-month period ended June 30, 2015, our operating activities provided cash of \$5,113,000, reflecting net income of \$6,542,000 and non-cash charges totaling \$6,070,000 mainly attributable to depreciation and amortization, stock-based compensation charges and the revaluation of contingent consideration. An increase in accounts receivable consumed \$6,820,000 of cash, and was primarily due to a 41% increase in product revenues as well as timing of sales and payments from customers. The remaining cash flow used in operations resulted from net unfavorable changes in various other working capital accounts.

Investing activities

We place our marketable security investments in high quality credit instruments as specified in our investment policy guidelines. Our investing activities provided \$20,000 for the six-month period ended June 30, 2016. On April 1, 2016 we paid approximately \$8.8 million as cash consideration for the acquisition of Atoll GmbH. Net redemptions of marketable securities were \$10,148,000 in the six-month period ended June 30, 2016, offset by fixed asset additions of \$1,406,000. Our investing activities provided \$503,000 for the six-month period ended June 30, 2015, primarily due to net redemptions of marketable securities of \$2,240,000 offset by \$1,737,000 used for fixed asset additions.

Financing activities

For the six-month period ended June 30, 2016 and 2015, our financing activities provided cash of \$111,783,000 and \$587,000, respectively. In May 2016, we received net proceeds of \$111.3 million from the issuance of our 2.125% Convertible Senior Notes due 2021. For the six-month period ended June 30, 2016, proceeds from exercises of \$958,000 were partially offset by contingent consideration payments of \$498,000 which stemmed from the initial valuation of the likelihood that the 2015 ATF sales milestone would be achieved. For the six-month period ended June 30, 2015, proceeds from exercises of \$686,000 were partially offset by contingent consideration payments of \$99,000 which stemmed from the initial valuation of the likelihood that the 2014 ATF sales milestone would be achieved.

We do not currently use derivative financial instruments.

Working capital increased by approximately \$112,120,000 to \$196,591,000 at June 30, 2016 from \$84,471,000 at December 31, 2015 due to the issuance of debt and the various changes noted above.

Our future capital requirements will depend on many factors, including the following:

- the expansion of our bioprocessing business;
- the ability to sustain sales and profits of our bioprocessing products;

[Table of Contents](#)

- market acceptance of our new products;
- our ability to acquire additional bioprocessing products;
- the resources required to successfully integrate the acquisitions of Refine and Atoll and recognize expected synergies;
- the scope of and progress made in our research and development activities;
- the extent of any share repurchase activity; and
- the success of any proposed financing efforts.

Absent acquisitions of additional products, product candidates or intellectual property, we believe our current cash balances are adequate to meet our cash needs for the foreseeable future. We expect operating expenses in the year ending December 31, 2016 to increase as we continue to expand our bioprocessing business. We expect to incur continued spending related to the development and expansion of our bioprocessing product lines and expansion of our commercial capabilities for the foreseeable future. Our future capital requirements may include, but are not limited to, purchases of property, plant and equipment, the acquisition of additional bioprocessing products and technologies to complement our existing manufacturing capabilities, and continued investment in our intellectual property portfolio.

We plan to continue to invest in our bioprocessing business and in key research and development activities associated with the development of new bioprocessing products. We actively evaluate various strategic transactions on an ongoing basis, including monetizing existing assets and licensing or acquiring complementary products, technologies or businesses that would complement our existing portfolio of development programs. We continue to seek to acquire such potential assets that may offer us the best opportunity to create value for our shareholders. In order to acquire such assets, we may need to seek additional financing to fund these investments. This may require the issuance or sale of additional equity or debt securities. The sale of additional equity may result in additional dilution to our stockholders. Should we need to secure additional financing to acquire a product, fund future investment in research and development, or meet our future liquidity requirements, we may not be able to secure such financing, or obtain such financing on favorable terms because of the volatile nature of the biotechnology marketplace.

Off-Balance Sheet Arrangements

We do not have any special purpose entities or off-balance sheet financing arrangements as of June 30, 2016.

Contractual Obligations

As of June 30, 2016, we had the following fixed obligations and commitments:

(In thousands)	Payments Due by Period				
	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years
Operating lease obligations	\$10,662	\$ 2,337	\$2,868	\$2,758	\$ 2,700
Purchase obligations (1)	6,432	6,432	—	—	—
Contingent consideration (2)	5,878	5,878	—	—	—
Total	<u>\$22,972</u>	<u>\$ 14,647</u>	<u>\$2,868</u>	<u>\$2,758</u>	<u>\$ 2,700</u>

(1) Primarily represents purchase orders for the procurement of raw material for manufacturing.

(2) Represents the current estimated fair value of contingent consideration amounts relating to the Bioflash, Refine and Atoll acquisitions. These amounts are recorded in accrued expenses on our consolidated balance sheets.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The forward-looking statements in this Quarterly Report on Form 10-Q do not constitute guarantees of future performance. Investors are cautioned that statements in this Quarterly Report on Form 10-Q which are not strictly historical statements, including, without limitation, express or implied statements or guidance regarding current or future financial performance and position, potential impairment of future earnings, management’s strategy, plans and objectives for future operations or acquisitions, product development and sales, litigation strategy, product candidate research, development and regulatory approval, selling, general and administrative expenditures, intellectual property, development and manufacturing plans, availability of materials and product and adequacy of capital resources and financing plans constitute forward-looking statements. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated,

including, without limitation, risks associated with: the success of current and future collaborative or supply relationships, including our agreements with BioMarin, General Electric and MilliporeSigma, our ability to successfully grow our bioprocessing business, including as a result of acquisition, commercialization or partnership opportunities, and our ability to develop and commercialize products, our ability to obtain required regulatory approvals, our compliance with all Food and Drug Administration regulations, our ability to obtain, maintain and protect intellectual property rights for our products, the risk of litigation regarding our patent and other intellectual property rights, the risk of litigation with collaborative partners, our limited sales and marketing experience and capabilities, our limited manufacturing capabilities and our dependence on third-party manufacturers and value-added resellers, our ability to hire and retain skilled personnel, the market acceptance of our products, reduced demand for our products that adversely impacts our future revenues, cash flows, results of operations and financial condition, our ability to compete with larger, better financed life sciences companies, our history of losses and expectation of incurring losses, our ability to generate future revenues, our ability to successfully integrate Refine and Atoll, our ability to raise additional capital to fund potential acquisitions, our volatile stock price, and the effects of our anti-takeover provisions. Further information on potential risk factors that could affect our financial results are included in the filings made by us from time to time with the Securities and Exchange Commission including under the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015 and in this Quarterly Report on Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk

We have investments in commercial paper, U.S. Government and agency securities as well as corporate bonds and other debt securities. As a result, we are exposed to potential loss from market risks that may occur as a result of changes in interest rates, changes in credit quality of the issuer or otherwise.

We generally place our marketable security investments in high quality credit instruments, as specified in our investment policy guidelines. A hypothetical 100 basis point increase in interest rates would result in an approximate \$27,000 decrease in the fair value of our investments as of June 30, 2016. We believe, however, that the conservative nature of our investments mitigates our interest rate exposure, and our investment policy limits the amount of our credit exposure to any one issuer, (with the exception of U.S. agency obligations) and type of instrument. We do not expect any material loss from our marketable security investments and therefore believe that our potential interest rate exposure is limited.

Foreign exchange risk

The reporting currency of the Company is U.S. dollars. Transactions by Repligen Sweden, a wholly-owned subsidiary, may be denominated in Swedish kronor, British pound sterling, U.S. dollars, or Euros while the entity’s functional currency is the Swedish krona. Transactions by Atoll GmbH, a wholly-owned subsidiary acquired by the Company on April 1, 2016, may be denominated in U.S. dollars or Euros while the entity’s functional currency is the Euro. Certain sales transactions made by the U.S. entity related to ATF system products are denominated in foreign currencies. Exchange gains or losses resulting from the translation between the transactional currency and the functional currency are included in net income (loss). Fluctuations in exchange rates may adversely affect our results of operations, financial position and cash flows. We currently do not seek to hedge this exposure to fluctuations in exchange rates.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company’s management, with the participation of the principal executive officer and the principal financial officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on such evaluation, the principal executive officer and principal financial officer have concluded that, as of the end of such period, the Company’s disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, on a timely basis, and is accumulated and communicated to the Company’s management, including the Company’s principal executive officer and the Company’s principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control

We acquired Atoll in the second quarter of 2016. The financial results of Atoll are included in our unaudited condensed consolidated financial statements as of June 30, 2016 and for the quarter then ended. As this acquisition occurred in the second quarter of 2016, the scope of our assessment of our internal control over financial reporting does not include Atoll. This exclusion is in accordance with the SEC's general guidance that an assessment of a recently acquired business may be omitted from our scope in the year of acquisition.

Other than the change noted above, there was no change in the Company's internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are not currently aware of any such proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or results of operations.

ITEM 1A. RISK FACTORS

The matters discussed in this Form 10-Q include forward-looking statements that involve risks or uncertainties. These statements are neither promises nor guarantees, but are based on various assumptions by management regarding future circumstances, over many of which Repligen has little or no control. A number of important risks and uncertainties, including those identified under the caption “Risk Factors” in Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2015 and subsequent filings as well as risks and uncertainties discussed elsewhere in this Form 10-Q, could cause our actual results to differ materially from those in the forward-looking statements. There are no material changes to the Risk Factors described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and in our Quarterly Report on Form 10-Q for the three-month period ended March 31, 2016, other than as set forth below to update for the issuance of convertible debt instruments on May 24, 2016.

Servicing our debt will require a significant amount of cash, and we may not have sufficient cash flow from our business to make payments on our debt.

We incurred significant indebtedness in the amount of \$115.0 million in aggregate principal with additional accrued interest under our Notes. Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including the Notes, depends on our future performance, which is subject to economic, financial, competitive and other factors that may be beyond our control. Our business may not generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. In addition, in the event of a fundamental change or a default under the Notes, the holders and/or the trustee under the indentures governing the Notes may accelerate the payment obligations or trigger the holders’ repurchase rights under the Notes. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations, including the Notes.

In addition, holders of the Notes would have the right to require us to repurchase their Notes upon the occurrence of a fundamental change at a fundamental change repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest. Upon conversion of the Notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Notes being converted. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Notes surrendered therefor or notes being converted. Our failure to repurchase Notes at a time when the repurchase is required by the indenture or to pay any cash payable on future conversions of the Notes as required by the indenture would constitute a default under the indenture. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the notes or make cash payments upon conversions thereof.

In addition, our significant indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences. For example, it could:

- make us more vulnerable to adverse changes in general U.S. and worldwide economic, industry and competitive conditions and adverse changes in government regulation;
- limit our flexibility in planning for, or reacting to, changes in our business and our industry;
- place us at a disadvantage compared to our competitors who have less debt; and
- limit our ability to borrow additional amounts for working capital and other general corporate purposes, including to fund possible acquisitions of, or investments in, complementary businesses, products, services and technologies.

Any of these factors could materially and adversely affect our business, financial condition and results of operations. In addition, if we incur additional indebtedness, the risks related to our business and our ability to service or repay our indebtedness would increase.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In April 2016, in connection with the acquisition of the Atoll business, we issued and contributed 538,700 shares of our common stock to our wholly-owned subsidiary, Repligen Sweden AB, to enable Repligen Sweden AB to fulfill its obligation to deliver the aforementioned shares under the share purchase agreement we entered into with Repligen Sweden AB and the seller of Atoll GmbH. This issuance was intended to be exempt from the registration requirements pursuant to Section 4(2) of the Securities Act of 1933 and Rule 506(b) promulgated under Regulation D.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

(a) Exhibits

<u>Exhibit Number</u>	<u>Document Description</u>
3.1	Restated Certificate of Incorporation, dated June 30, 1992 and amended September 17, 1999 (filed as Exhibit 3.1 to Repligen Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999 and incorporated herein by reference).
3.2	Amended and Restated By-Laws (filed as Exhibit 3.2 to Repligen Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 and incorporated herein by reference).
3.3	Amendment No. 1 to the Amended and Restated By-Laws (filed as Exhibit 3.1 to Repligen Corporation's Current Report on Form 8-K filed on December 20, 2011 and incorporated herein by reference).
3.4	Amendment No. 2 to the Amended and Restated By-Laws (filed as Exhibit 3.1 to Repligen Corporation's Current Report on Form 8-K filed on May 25, 2012 and incorporated herein by reference).
3.5	Certificate of Amendment to the Certificate of Incorporation of Repligen Corporation, effective as of May 16, 2014 (filed as Exhibit 3.1 to Repligen Corporation's Current Report on Form 8-K filed on May 19, 2014 and incorporated herein by reference).
4.1	Base Indenture, dated as of May 24, 2016, by and between Repligen Corporation and Wilmington Trust, National Association (filed as Exhibit 4.1 to Repligen Corporations Current Report on Form 8-K filed on May 24, 2016).
4.2	First Supplemental Indenture, dated as of May 24, 2016, by and between Repligen Corporation and Wilmington Trust, National Association (filed as Exhibit 4.2 to Repligen Corporations Current Report on Form 8-K filed on May 24, 2016).
4.3	Form of 2.125% Convertible Senior Note due 2021 (included in Exhibit 4.2).
10.1	Form of Indemnification Agreement (filed as Exhibit 10.1 to Repligen Corporations Current Report on Form 8-K filed on May 12, 2016).
31.1 +	Rule 13a-14(a)/15d-14(a) Certification.
31.2 +	Rule 13a-14(a)/15d-14(a) Certification.

[Table of Contents](#)

<u>Exhibit Number</u>	<u>Document Description</u>
32.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101+	The following materials from Repligen Corporation on Form 10-Q for the quarterly period ended June 30, 2016, formatted in Extensible Business Reporting Language (xBR): (i) Condensed Consolidated Statements of Comprehensive Income (Loss), (ii) Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text.

+ Filed herewith.

* Furnished herewith.

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 thereunto duly authorized.

REPLIGEN CORPORATION

Date: August 4, 2016

By: / s / T O N Y J. H U N T

Tony J. Hunt
President and Chief Executive Officer
(Principal executive officer)
Repligen Corporation

Date: August 4, 2016

By: / s / J O N S N O D G R E S

Jon Snodgres
Chief Financial Officer
(Principal financial officer)
Repligen Corporation

CERTIFICATION

I, Tony J. Hunt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Repligen Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/ s / T O N Y J. H U N T

Tony J. Hunt
President and Chief Executive Officer
(Principal executive officer)

CERTIFICATION

I, Jon Snodgres, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Repligen Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/S/ J ON S NODGRES

Jon Snodgres
Chief Financial Officer
(Principal financial officer)

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: / S / T O N Y J. H U N T
Tony J. Hunt
Chief Executive Officer and President
(Principal executive officer)

By: _____ / s / J ON S NODGRES
Jon Snodgres
Chief Financial Officer
(Principal financial officer)

* This certification shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.