

REPLIGEN CORP  
Form 8-K  
January 09, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 5, 2006

**REPLIGEN CORPORATION**

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(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

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(State or Other Jurisdiction of Incorporation)

**0-14656**

(Commission File Number)

**04-2729386**

(IRS Employer Identification No.)

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41 Seyon Street, Building #1, Suite 100,

Waltham, Massachusetts

02453

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(Address of Principal Executive Offices)

(Zip Code)

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(781) 250-0111

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(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 5, 2006, the Compensation Committee of the Board of Directors of Repligen Corporation adopted a form of restricted stock purchase agreement ( Restricted Stock Agreement ) for grants of restricted stock under the Amended and Restated 2001 Repligen Corporation Stock Plan.

The Restricted Stock Agreement is filed with this report as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

10.1 Amended and Restated 2001 Repligen Corporation Stock Plan, Restricted Stock Agreement

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REPLIGEN CORPORATION

Date: January 9, 2006

By: */s/* WALTER C. HERLIHY  
**Walter C. Herlihy**

**Chief Executive Officer and President**

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**EXHIBIT INDEX**

10.1 Amended and Restated 2001 Repligen Corporation Stock Plan, Restricted Stock Agreement