

REPLIGEN CORP  
Form 8-A12G/A  
September 08, 2011

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

**FORM 8-A/A**

Amendment No. 1

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**REPLIGEN CORPORATION**

(Exact name of registrant as specified in charter)

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

**0-14656**  
(Commission File Number)

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

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

(Address of Principal Executive Offices) (Zip Code)

**(781) 250-0111**

(Registrant's telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

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Title of each class	Name of each exchange
to be so registered Series A Junior Participating Preferred Stock Purchase Rights	on which each class is to be registered The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable): **N/A**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**Item 1. Description of Securities to be Registered**

Item 1 of the Form 8-A dated March 4, 2003 filed by Repligen Corporation (the Company ) is hereby amended by adding the following:

On September 8, 2011, the Company entered into Amendment No. 1 (the Amendment ) to the Rights Agreement, dated as of March 3, 2003, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (the Rights Agreement ). The Amendment terminates the Rights Agreement by changing the Final Expiration Date thereof from March 3, 2013 to September 8, 2011. The foregoing summary of the Amendment is qualified in its entirety to the full text of the Amendment, which is filed as Exhibit 4.2 hereto and is incorporated by reference herein.

**Item 2. Exhibits.**

- 4.1 Rights Agreement, dated as of March 3, 2003, between Repligen Corporation and American Stock Transfer & Trust Company, LLC (filed as Exhibit 4.1 to Repligen Corporation's Current Report on Form 8-K filed March 4, 2003 and incorporated herein by reference) (SEC File No. 000-14656).
  
- 4.2 Amendment No. 1 to Rights Agreement between Repligen Corporation and American Stock Transfer & Trust Company, LLC dated as of September 8, 2011.

**SIGNATURES**

Pursuant to the requirements of the Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REPLIGEN CORPORATION**

Date: September 8, 2011

By: /s/ Walter C. Herlihy  
Walter C. Herlihy

President and Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
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