SEC Form 3

FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Sect	ion 30(h)	of th	ne Investment Company Act of 1	940				
1. Name and Address of Reporting Person*       2. Date of Event Requiring Statement (Month/Day/Year) <u>LP</u> 03/08/2007			3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Emergent BioSolutions Inc.</u> [ EBS ]								
(Last) (First) (Middle) C/O J.P. MORGAN PARTNERS, LLC				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X Other (specify				5. If Amendment, Date of Original Filed (Month/Day/Year)			
270 PARK AVE	NUE					below)	below)			lividual or Joint cable Line)	t/Group Filing (Check
(Street) NEW YORK N	K NY 10017				Member of 13(d) group			x	Form filed by One Reporting Person X Form filed by More than One Reporting Person		
(City) (S	State) (Zip)										
		Т	able I - Nor	n-Deriv	ativ	ve Securities Beneficial	ly Owned				
1. Title of Security	(Instr. 4)					Amount of Securities neficially Owned (Instr. 4)	3. Owners Form: Dire or Indirect (Instr. 5)	ect (D)	4. Nat (Instr.		Beneficial Ownership
Common Stock						727,209	D <sup>(1)</sup>	)			
Common Stock						415,381	D <sup>(2)</sup>	)			
Common Stock						94,399	D <sup>(3)</sup>	)			
Common Stock						47,652	D <sup>(4</sup>	D <sup>(4)</sup>			
Common Stock						13,689	D <sup>(5)</sup>	)			
Common Stock						5,320	D <sup>(6)</sup>	)			
Common Stock				33,714	D <sup>(7</sup>	)					
Common Stock				117,054	D <sup>(8)</sup>	)					
		(e.c				Securities Beneficially Its, options, convertible		es)			
1. Title of Derivative Security (Instr. 4)       2. Date Exercisable a         Expiration Date       (Month/Day/Year)				3. Title and Amount of Secur Underlying Derivative Securi	rities	4. Conve	ercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expirat Date	tion	Title	Amount or Number of Shares	Secur	ative	Direct (D) or Indirect (I) (Instr. 5)	
	ss of Reporting Person <sup>*</sup>	CA LP									
(Last) C/O J.P. MORG. 270 PARK AVE	(First) AN PARTNERS, LLC NUE	(Middle)									
(Street) NEW YORK	NY	10017									
(City)	(State)	(Zip)									
	ss of Reporting Person <sup>*</sup> <u>PARTNERS GLC</u> <u>LP</u>	)BAL									
(Last) C/O J.P. MORG. 270 PARK AVE	(First) AN PARTNERS, LLC NUE	(Middle)									
(Street) NEW YORK	NY	10017									

(City)	(State)	(Zip)
1. Name and Address o <u>J P MORGAN I</u> <u>INVESTORS C</u>	PARTNERS GLC	)BAL
(Last) C/O J.P. MORGAN 270 PARK AVENU	· · · · · · · · · · · · · · · · · · ·	(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address o <u>J P MORGAN I</u> <u>INVESTORS A</u>	PARTNERS GLC	)BAL
(Last) C/O J.P. MORGAN 270 PARK AVENU		(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address o <u>J P MORGAN I</u> <u>INVESTORS C</u>	PARTNERS GLC	)BAL
(Last) C/O J.P. MORGAN 270 PARK AVENU	· · · · · · · · · · · · · · · · · · ·	(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
	f Reporting Person <sup>*</sup> ARTNERS GLO ELLDOWN LLP	
(Last) C/O J.P. MORGAN 270 PARK AVENU		(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
	f Reporting Person <sup>*</sup> ARTNERS GLO ELLDOWN II L	
(Last) C/O J.P. MORGAN 270 PARK AVENU		(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address o JPMP MASTER	f Reporting Person <sup>*</sup> R FUND MANA	GER L P

(Last)	(First)	(Middle)
C/O J.P. MORGA	AN PARTNERS, LLC	
270 PARK AVE	NUE	
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
	s of Reporting Person <sup>*</sup> AL INVESTORS I	<u>L P</u>
(Last)	(First)	(Middle)
C/O J.P. MORGA	AN PARTNERS, LLC	
270 PARK AVE		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Addres	s of Reporting Person <sup>*</sup>	
(Last)	(First)	(Middle)
. ,	AN PARTNERS, LLC	(midule)
270 PARK AVE		
	NUE	
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

#### Explanation of Responses:

1. See Exhibit 99.1.

2. The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP BHCA.

3. The amount shown represents the beneficial ownership of the Issuer's securities owned by J.P. Morgan Global.

4. The amount shown represents the beneficial ownership of the Issuer's securities owed by JPMP Cayman.

5. The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Global A.

6. The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Cayman II.

7. The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Selldown.

8. The amount shown represents the beneficial ownership of the Issuer's securities owned by JPMP Selldown II.

J.P. MORGAN PARTNERS (BHCA), L.P. By: JPMP Master Fund Manager, L.P., its <u>general partner By: JPMP</u> 03/08/2007 Capital Corp., its general partner By: /s/ John C. Wilmot Name: John C Wilmot Title: Managing Director J.P. MORGAN PARTNERS GLOBAL INVESTORS A, L.P. By: JPMP Global Investors, L.P., its general partner By: JPMP Capital 03/08/2007 Corp., its general partner By: /s/ John C. Wilmot Name: John C Wilmot Title: Managing Director J.P. MORGAN PARTNERS GLOBAL INVESTORS, L.P. By: JPMP Global Investors, L.P., its general partner By: JPMP Capital Corp., its general 03/08/2007 partner By: /s/ John C. Wilmot Name: John C Wilmot Title: Managing Director J.P. MORGAN PARTNERS 03/08/2007 **GLOBAL INVESTORS** (CAYMAN), L.P. By: JPMP Global Investors, L.P., its general partner By: JPMP

Capital Corp., its general partner By: s/s John C. Wilmot Name: John C Wilmot Title: Managing Director J.P. MORGAN PARTNERS **GLOBAL INVESTORS** (CAYMAN) II, L.P. By: JPMP Global Investors, L.P., its general partner By: JPMP 03/08/2007 Capital Corp., its general partner By: /s/ John C. Wilmot Name: John C Wilmot Title: Managing Director J.P. MORGAN PARTNERS GLOBAL INVESTORS (SELLDOWN), L.P. By: JPMP Global Investors, L.P., its 03/08/2007 general partner By: JPMP Capital Corp., its general partner By: /s/ John C. Wilmot Name: John C Wilmot Title: Managing Director J.P. MORGAN PARTNERS **GLOBAL INVESTORS** (SELLDOWN) II, L.P. By: JPMP Global Investors, L.P. its general partner By: JPMP 03/08/2007 Capital Corp., its general partner By: /s/ John C. Wilmot Name: John C Wilmot Title: Managing Director JPMP MASTER FUND MANAGER, L.P. By: JPMP Capital Corp., its general 03/08/2007 partner By: /s/ John C. Wilmot Name: John C Wilmot Title: Managing Director JPMP GLOBAL INVESTORS, L.P. By: JPMP Capital Corp., its general partner By: /s/ John 03/08/2007 C. Wilmot Name: John C Wilmot Title: Managing Director JPMP CAPITAL CORP. By: /s/ John C. Wilmot Name: John C 03/08/2007 Wilmot Title: Managing Director \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## JPMP BHCA/Emergent BioSolutions Inc. -

- (1) This Form 3 is being filed by:
  - (i) J.P. Morgan Partners (BHCA), L.P. ("JPMP BHCA"),
  - (ii) J.P. Morgan Partners Global Investors, L.P. ("J.P. Morgan Global"),
  - (iii) J.P. Morgan Partners Global Investors A, L.P. ("JPMP Global A"),
  - (iv) J.P. Morgan Partners Global Investors (Cayman), L.P. ("JPMP Cayman"),
  - (v) J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("JPMP Cayman II"),
  - (vi) J.P. Morgan Partners Global Investors (Selldown), L.P. ("JPMP Selldown"),
  - (vii) J.P. Morgan Partners Global Investors (Selldown) II, L.P. ("**JPMP Selldown II**" and together with J.P. Morgan Global, JPMP Global A, JPMP Cayman, JPMP Cayman II and JPMP Selldown, the "**Global Funds**"),
  - (viii) JPMP Master Fund Manager, L.P. ("JPMP MFM"), the general partner of JPMP BHCA,
  - (ix) JPMP Global Investors, L.P. ("JPMP Global"), the general partner of the Global Funds, and
  - (x) JPMP Capital Corp. ("JPMP Capital", and together with JPMP BHCA, the Global Funds, JPMP MFM and JPMP Global, the "**Reporting Persons**"), the general partner of JPMP MFM and JPMP BHCA.

Each of JPMP Global and JPMP Capital may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") to beneficially own the shares held by the Global Funds. Each of JPMP MFM and JPMP Capital may be deemed, pursuant to Rule 13d-3 under the Exchange Act to beneficially own the shares held by the JPMP BHCA. The amount shown represents the beneficial ownership of the Issuer's common stock held by the Reporting Persons as a group.

Name and Address of <u>Reporting Person (1)</u> J.P. Morgan Partners (BHCA), L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Designated Reported (1) J.P. Morgan Partners (BHCA), L.P.	Date of Event Requiring <u>Statement</u> March 8, 2007	Issuer, Name, Ticker or <u>Trading Symbol</u> Emergent BioSolutions Inc. [EBS]	Title and Amount of Security See Table I Row 2
J.P. Morgan Partners Global Investors, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 3

Name and Address of <u>Reporting Person (1)</u> J.P. Morgan Partners Global Investors (Cayman), L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Designated Reported (1) J.P. Morgan Partners (BHCA), L.P.	Date of Event Requiring Statement March 8, 2007	Issuer, Name, Ticker or Trading Symbol Emergent BioSolutions Inc. [EBS]	Title and Amount of Security See Table I Row 4
J.P. Morgan Partners Global Investors A, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 5
J.P. Morgan Partners Global Investors (Cayman) II, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 6
J.P. Morgan Partners Global Investors (Selldown), L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 7

J.P. Morgan Partners Global Investors (Selldown) II, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 8
JPMP Master Fund Manager, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 2
JPMP Global Investors, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 3-8
JPMP Capital Corp. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	J.P. Morgan Partners (BHCA), L.P.	March 8, 2007	Emergent BioSolutions Inc. [EBS]	See Table I Row 1

Name and Address of Reporting Person (1)	Title of Derivative Securities and Title and Amount of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership	Disclaims Pecuniary Interest
J.P. Morgan Partners (BHCA), L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	D	Not Applicable	
J.P. Morgan Partners Global Investors, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	D	Not Applicable	
J.P. Morgan Partners Global Investors (Cayman), L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	D	Not Applicable	
J.P. Morgan Partners Global Investors A, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	D	Not Applicable	
J.P. Morgan Partners Global Investors (Cayman) II, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	D	Not Applicable	
J.P. Morgan Partners Global Investors (Selldown), L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	D	Not Applicable	
J.P. Morgan Partners Global Investors (Selldown) II, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	D	Not Applicable	
JPMP Master Fund Manager, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	Ι	See Explanatory Note 1 below	No

Name and Address of Reporting Person (1)	Securities and Title and Amount of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership	Disclaims Pecuniary Interest
JPMP Global Investors, L.P. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	I	See Explanatory Note 2 below	No
JPMP Capital Corp. c/o J.P. Morgan Partners, LLC 270 Park Avenue New York, New York 10017	Not Applicable	Ι	See Explanatory Note 3 below	No

Title of Derivative

## **Explanatory Note:**

(1) The amounts shown in Table I in row 2 represents the beneficial ownership of the Issuer's securities held by JPMP BHCA, a portion of which may be attributable to JPMP MFM because it is the sole general partner of JPMP BHCA. The actual pro rata portion of such beneficial ownership that may be attributable to JPMP MFM is not readily determinable because it is subject to several variables, including the internal rate of return and vesting interest within JPMP BHCA. JPMP MFM disclaims such beneficial ownership except to the extent of its pecuniary interest.

(2) The amounts shown in Table I in row 3 through 8 represents the beneficial ownership of the Issuer's securities held by the Global Funds, a portion of which may be attributable to JPMP Global because it is the sole general partner of the Global Funds. The actual pro rata portion of such beneficial ownership that may be attributable to JPMP Global is not readily determinable because it is subject to several variables, including the internal rate of return and vesting interest within the Global Funds. JPMP Global disclaims beneficial ownership except to the extent of its pecuniary interest.

(3) The amounts shown in Table I in row 1 represents the beneficial ownership of the Issuer's securities held by the Reporting Persons, a portion of which may be attributable to JPMP Capital because it is the sole general partner of JPMP MFM and JPMP Global. The actual pro rata portion of such beneficial ownership that may be attributable to JPMP Capital is not readily determinable because it is subject to several variables, including the internal rate of return and vesting interest within the JPMP BHCA and the Global Funds. JPMP Capital disclaims such beneficial ownership except to the extent of its pecuniary interest.