

INVERNESS MEDICAL INNOVATIONS INC

Form 8-K

May 05, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): May 4, 2009  
Inverness Medical Innovations, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-16789**

**04-3565120**

(State or other jurisdiction  
of incorporation)

(Commission file number)

(IRS Employer  
Identification No.)

**51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(781) 647-3900**  
**Not Applicable**

(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 240.142-12)
  - 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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Ex-99.1 Press Release dated May 4, 2009

Ex-99.2 Unaudited pro forma condensed combined statement of operations of the Company for the year ended December 31, 2008

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**Item 8.01 Other Events**

On May 4, 2009, Inverness Medical Innovations, Inc. (the Company), issued a press release announcing that it intends to offer up to \$200.0 million aggregate principal amount of senior subordinated notes due 2016 in a public offering. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

*Pro forma financial information*

In connection with the filing of the Company's prospectus supplement dated as of May 1, 2009, the Company is providing an unaudited pro forma condensed combined statement of operations of the Company for the year ended December 31, 2008, giving pro forma effect to the Company's acquisition of Matria Healthcare, Inc. on May 9, 2008, which is attached hereto as Exhibit 99.2 and incorporated by reference herein.

*Statements regarding calculation of ratios*

The Company is also providing a revised statement regarding the calculation of its ratio of earnings to combined fixed charges and preference dividends for the years ended December 31, 2008, 2007, 2006, 2005 and 2004, as Exhibit 12.2.

*Exhibits.*

**Exhibit No. Description**

12.2	Statement regarding calculation of ratios of earnings to combined fixed charges and preference dividends.
99.1	Press Release dated May 4, 2009, entitled Inverness Medical Innovations, Inc. Announces Offering of \$200 Million of Senior Subordinated Notes.
99.2	Unaudited pro forma condensed combined statement of operations of the Company for the year ended December 31, 2008 giving pro forma effect to the Company's acquisition of Matria Healthcare, Inc. on May 9, 2008.

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**SIGNATURE**

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.

INVERNESS MEDICAL  
INNOVATIONS, INC.

BYs/ Jay McNamara  
Jay McNamara  
Senior Counsel    Corporate & Finance

Dated: May 4, 2009

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