

INVERNESS MEDICAL INNOVATIONS INC

Form 8-K

November 16, 2007

**Table of Contents**

**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): **November 14, 2007**  
**INVERNESS MEDICAL INNOVATIONS, INC.**

(Exact name of registrant as specified in charter)

**Delaware**

**1-16789**

**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) (Zip Code)

**(781) 647-3900**

(Registrant's telephone number, including area code)

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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**TABLE OF CONTENTS**

Item 1.01. Entry Into a Material Definitive Agreement.

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

EX-1.1 Underwriting Agreement dated November 14, 2007

EX-5.1 Opinion of Goodwin Procter LLP regarding the legality of the shares offered

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**Table of Contents**

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

On November 14, 2007, Inverness Medical Innovations, Inc. entered into an underwriting agreement (the Underwriting Agreement ) with UBS Securities LLC, Jefferies & Company, Inc., Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (collectively, the Underwriters ). The Underwriting Agreement provides for the sale by Inverness of 11,834,302 shares of its common stock at a price to the Underwriters of approximately \$59.184 per share (the Offering ), a 3.75% discount off of the price to the public of \$61.49 per share. The Underwriting Agreement also provides for the sale by certain selling stockholders of 165,698 shares to the Underwriters in the Offering. Inverness also granted the Underwriters an option to purchase up to 1,800,000 additional shares solely to cover over-allotments, if any. The Offering is expected to close on November 20, 2007, subject to customary closing conditions.

Inverness has agreed to indemnify the Underwriters against certain liabilities, including civil liabilities under the Securities Act of 1933, as amended, or to contribute payments that the Underwriters may be required to make in respect of these liabilities.

The shares are being offered pursuant to a prospectus supplement filed with the Securities and Exchange Commission pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended, in connection with an offering pursuant to Inverness shelf registration statement on Form S-3 (Registration No. 333-138919) (the Registration Statement ).

The Underwriting Agreement is filed as Exhibit 1.1 to this current report on Form 8-K and is incorporated by reference in its entirety into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 1.1                | Underwriting Agreement dated November 14, 2007                              |
| 5.1                | Opinion of Goodwin Procter LLP regarding the legality of the shares offered |
| 23.1               | Consent of Goodwin Procter LLP (included in Exhibit 5.1)                    |

**Table of Contents**

**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.

INVERNESS MEDICAL INNOVATIONS,  
INC.

Date: November 16, 2007

By: /s/ Jay McNamara  
Jay McNamara  
Senior Counsel, Corporate & Finance

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**Table of Contents**

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