

HOLOGIC INC  
Form 10-Q  
February 07, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 29, 2012

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-18281

**Hologic, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**04-2902449**  
(I.R.S. Employer

Identification No.)

**35 Crosby Drive,**

**Bedford, Massachusetts**  
(Address of principal executive offices)

**01730**  
(Zip Code)

**(781) 999-7300**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes ☐ No ☒

As of January 30, 2013, 267,696,863 shares of the registrant's Common Stock, \$0.01 par value, were outstanding.

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	<b>Three Months Ended December 29, 2012</b>	<b>December 24, 2011</b>
Revenues:		
Product sales	\$ 535,202	\$ 392,096
Service and other revenues	96,160	80,615
	631,362	472,711
Costs and expenses:		
Cost of product sales	223,493	131,944
Cost of product sales amortization of intangible assets	75,287	46,171
Cost of service and other revenues	50,909	45,226
Research and development	51,509	28,342
Selling and marketing	94,443	77,460
General and administrative	54,391	46,495
Amortization of intangible assets	28,526	14,842
Contingent consideration compensation expense	29,486	10,441
Contingent consideration fair value adjustments	10,040	5,122
Gain on sale of intellectual property, net	(53,884)	
Restructuring charges, net	3,933	(91)
	568,133	405,952
Income from operations	63,229	66,759
Interest income	260	662
Interest expense	(72,081)	(29,509)
Other income, net	1,239	1,992
(Loss) income before income taxes	(7,353)	39,904
(Benefit) provision for income taxes	(10,471)	19,092
Net income	\$ 3,118	\$ 20,812
Net income per common share:		
Basic	\$ 0.01	\$ 0.08
Diluted	\$ 0.01	\$ 0.08

Weighted average number of common shares outstanding:

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Basic	266,344	262,717
Diluted	269,379	264,958

See accompanying notes.

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**HOLOGIC, INC.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(Unaudited)**

**(In thousands)**

	<b>Three Months Ended</b>	
	<b>December 29, 2012</b>	<b>December 24, 2011</b>
Net income	\$ 3,118	\$ 20,812
Foreign currency translation adjustment	1,969	(358)
Unrealized loss on available-for-sale security	(557)	
Other comprehensive income (loss)	1,412	(358)
Comprehensive income	\$	